annual report 2011 and accounts

KIBO MINING PLC

highlights 2011

COMPLETION OF MAJOR CORPORATE TRANSACTION WITH MZURI GOLD LIMITED

SIGNIFICANT EXPANSION OF LICENCE AREA IN TANZANIA TO >18,000 KM^2

DUAL LISTING ON THE ALTX BOARD OF THE JSE AND £1.1 MILLION RAISED

NEW DIRECTOR APPOINTMENTS STRENGTHEN BOARD

£5.3 MILLION FIELD EXPLORATION PROGRAMME UNDERWAY












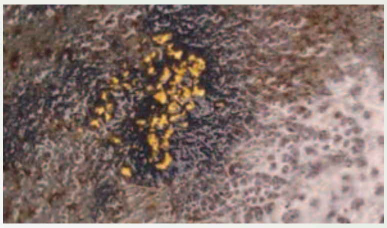


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Lindi
Mtwara
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Masasi
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Songea
Lake Nyasa
Tunduru
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Chairman's Report

Dear Shareholder,

2011 was a difficult year globally, with turbulent financial markets and confusion in sovereign states particularly within Europe. Against this backdrop I am pleased to report on the excellent progress Kibo has made during the year in broadening its gold and base metal exploration portfolio in Tanzania through acquisition, successfully financing the Company, designing and implementing a major exploration programme, diversing its access to market finance, reorganising its management team and rationalising its development programme to focus on critical economic value without excessive operational risk. The earlier part of the year was dedicated to the upgrading of the Company's ground holding and accessing finance. Currently the Company is embarked on an extensive exploration programme with three field exploration teams operating on all of the Company's projects in Tanzania.

During 2011 Kibo added an additional 11,622 square kilometres of highly prospective gold and base metal exploration ground to its portfolio through the acquisition of Morogoro Gold Ltd. This has moved the Company into a strong position in Tanzania with large ground holdings in established and developing gold and base metal areas. It gives the Company the ability to finance its operations through joint ventures as well as through the markets. Field work has commenced and we look forward to receiving results from our exploration programs as we move through 2012. Some areas held by the Company are under review for joint venture to third parties. Other areas may be relinquished in order to focus on the fieldwork on the main targets. It is planned that both processes will be completed by mid 2012.

On 30 May 2011 the Company shares were listed on the JSE AltX in South Africa in order to enhance its ability to fund its on-going exploration programme in the medium term. The listing and subsequent share placing raised approximately £1.1 million. This money is being used to fund the first stage of the Company's three year exploration strategy on its Tanzanian exploration portfolio. Extensive nickel anomalies from soil sampling and trenching have already been identified on just one small part of a 70 kilometre long zone within the Haneti project which also shows promise as a gold target, where there is active artisanal mining. Reconnaissance geology mapping suggests the possibility of larger scale gold occurrences in a number of the artisanal mining areas.

In light of the above developments the Board has decided to restructure its executive management team. Louis Coetzee was appointed the interim CEO in November 2011 to maximise the corporate development of the Company in Tanzania and to oversee the financial development of the Company. Noel O'Keeffe has taken on the role of Exploration Director. This will facilitate a more focused approach to the overview and supervision of the large portfolio of Company projects. An important decision the Company had to make was the imminent requirement to exercise its option to acquire 100% of the Itetemia and Luhala projects in the Lake Victoria district. While the Itetemia project held out the prospect of early

Mwanza on Lake Victoria

cash flow through the development of a small open pit mine, the Company decided that the operational risks and capital exposure for Kibo involved with these projects were unacceptable. The Morogoro acquisition has provided the Company with a dominant exploration presence in the major gold exploration districts in Tanzania. This provides us with the potential for exponentially better returns on our investments than could have been derived from the Itetemia and Luhala projects, should they have been acquired under the contracted commercial terms. For these reasons we informed Tanzanian Royalty Exploration Corporation that we would not be exercising the option.

In conclusion, despite 2011 being a difficult year for our industry, the company is set fair for exploration success with both its gold and nickel projects. I would like to thank management especially our former CEO Noel O'Keeffe who has had the task of steering the Company through the regulatory compliance resulting from the merger and acquisition activity during the year. He now has the challenge of sifting through the very large licence portfolio to optimise the value of the Company. Louis Coetzee, who has recently taken over the mantle of CEO will, with his twenty years of working in Tanzania, prove to be a valuable asset for the Company. I would also like to welcome Tinus Maree and Wenzel Kerremans to the Board who were both appointed during 2011. They also bring a wealth of African experience to help drive the business and I look forward to working with them and the other directors and staff in growing the Company over the next twelve months.

Christian Schaffalitzky
Chairman

Review of Activities

Introduction

During 2011 the Company focused on completing the major corporate transaction with Mzuri Gold Limited (Mzuri) announced in December 2010. This has re-positioned the Company from a relatively small mineral licence holder to one with over 18,000 square kilometres of tenements issued, offered and under application in both the traditional and newly emerging gold exploration regions of Tanzania. Field exploration during the first three quarters of 2011 was deferred to allow completion of the Mzuri transaction which included a dual listing and placing on the AltX board of the JSE in South Africa in early June which raised approximately £1.1M. The Company completed some field work at the Haneti project during the last quarter of 2010 which gave further encouraging nickel results from trenching and soil sampling. These results, which the Company reported in April 2011, are discussed later in the review. At the start of October 2011, following operational management changes, the Company re-commenced field exploration programmes and these will run concurrently over all its projects through 2012 and beyond.

During 2011, Kibo continued the technical and economic evaluation of the Itetemia and Luhala projects. In October the Company reported on metallurgical test results for the Golden Horseshoe (GHR) Resource at Itetemia which indicated gold recoveries in excess of 90% from standard carbon-in-leach cyanide processing. The Company also announced at that time that it was continuing negotiation with Tanzanian Royalty Exploration Corporation Limited (TREC) to allow it to fast track the exercise of the option under which it holds its interest in the Itetemia and Luhala projects in order to avail itself of development financing for GHR. Kibo proved unable to satisfactorily renegotiate the option agreement with TREC and announced in December 2011 that it was not proceeding with the option under the current terms and has relinquished its interest in both projects.

Following the decision to discontinue with the TREC option on Itetemia and Luhala, the Company's focus will now be on exploration at its Lake Victoria, Haneti and Morogoro projects. The Company has re-organised its operations in Tanzania to enable it to effectively manage and explore this large project portfolio for which it approved a three year exploration budget of £5M in October 2011. Stage 1 with a budget £1.3M is now complete with results pending, while Stage 2 will follow up on targets emerging from stage 1 with more advanced exploration including drilling in the second half of 2012. This review summarises Kibo's exploration projects on which work is underway.

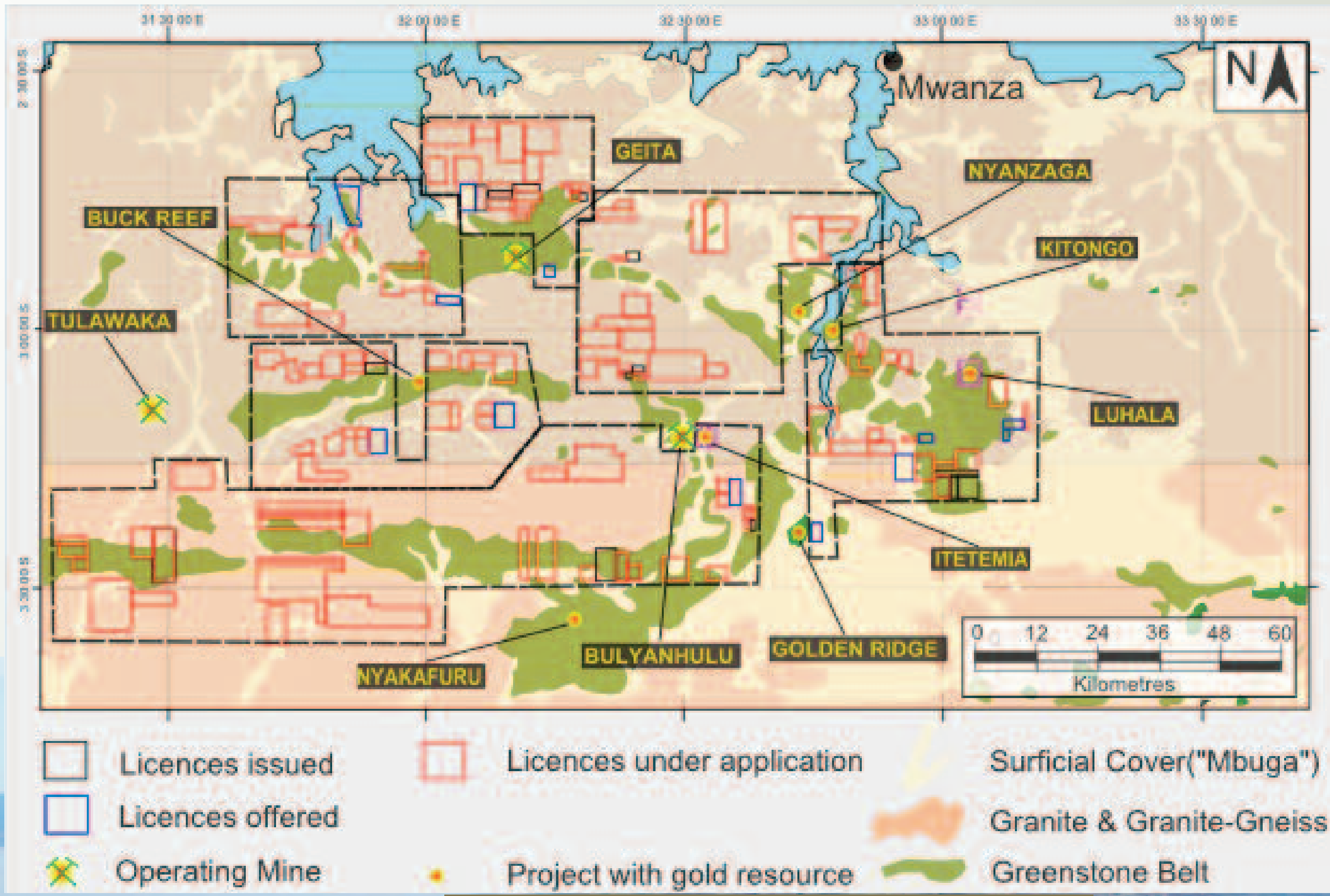
View across Smith Sound Lake Victoria

Lake Victoria Project

The Lake Victoria projects comprises a 2,716 square kilometre portfolio of prospecting licences under issue, offer and application in Tanzania's premier gold mining region, the Lake Victoria Goldfield (LVG). The portfolio contains 129 mineral tenements located south and west of Tanzania's second city of Mwanza and are dispersed in contiguous blocks of one to fifteen tenements over an area of approximately 12,000 square kilometres. The tenements border, straddle and occur within the major greenstone belts which are the host to operating mines, gold deposits and historical gold workings in the region. They give the Company a large strategic footprint in this prolific gold producing area of the country which has annual production of over 2 million ounces mostly from the world class multi-million ounce deposits at Bulyanhulu and Geita.

The Lake Victoria project is divided into six geographical sub-blocks which cover the principal gold producing greenstone belts within the LVG. Gold mineralisation within the LVG is controlled by a combination of favourable host rocks such as banded iron formations, quartz reefs and porphyries and favourable structural settings. The Lake Victoria tenements are well located in this regard and many of the areas occur on or close to regional structural lineaments and contacts that are considered to be important controls on gold mineralisation.

The Company is undertaking a desktop and field evaluation of the tenements with the objective of prioritising the most prospective for follow up. The exploration database that accompanies the project contains the results of previous reconnaissance soil and pitting surveys over many of the areas and shows anomalous gold-in-soil on a number of tenements. An initial review of the database has helped select initial tenements for more detailed exploration and field teams are currently operating in these areas.



Lake Victoria Project tenements and regional gold mineralisation

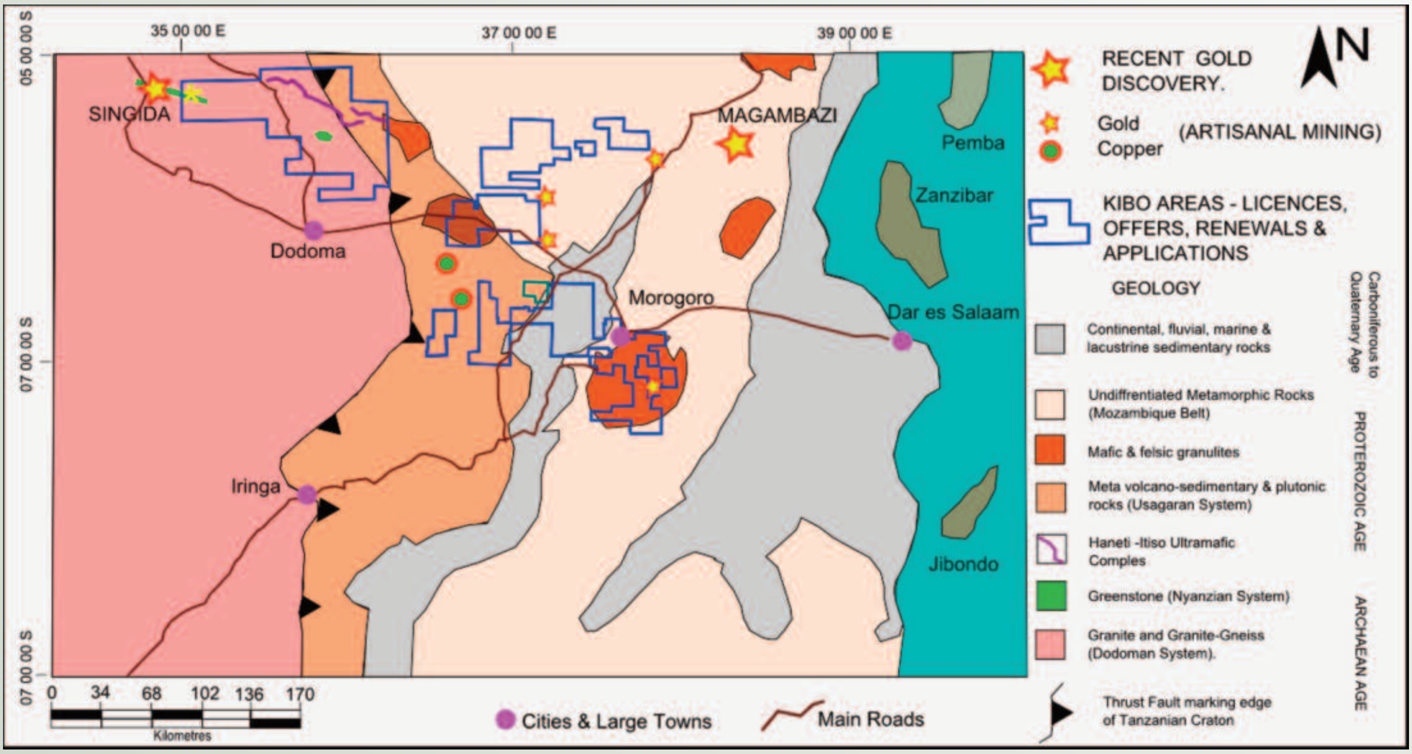
Rock sampling Morogoro South

Morogoro Project

Similar to the Lake Victoria project, the Morogoro project comprises a large mineral tenement portfolio totalling 8,900 square kilometres comprising prospecting licences under issue, offer and application. The tenements are located in eastern Tanzania between the regional centres of Morogoro and Dodoma in a region which is receiving increasing attention from mineral exploration companies in recent years due to widespread artisanal and small scale gold mining, and the Magambazi (Handeni) gold deposit discovery by Canadian company, Canaco Resources in 2009.

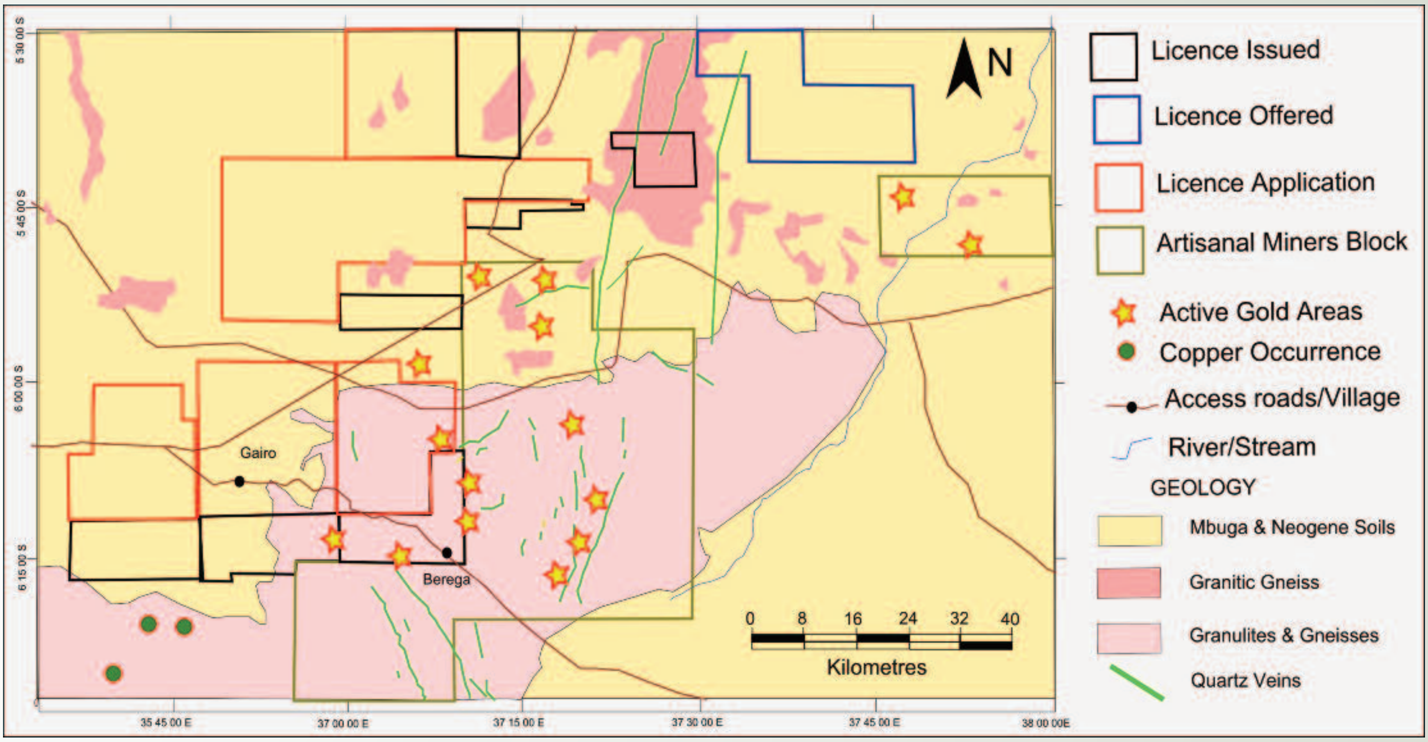
The Morogoro project covers Proterozoic age high grade metamorphic rocks which present a new geological environment for gold exploration in Tanzania. In contrast to the Archaean age lower grade metamorphic rocks (greenstones) of the Lake Victoria region further north, this geology was not considered prospective for gold until widespread discoveries by artisanal miners in recent years focused larger company attention on the region. Kibo has now established a significant presence in this region over previously unexplored areas prospective for gold and base metals. The project is divided into two large blocks known as Morogoro North (also referred to as the Dodoma Block) and Morogoro South.

Kibo Projects in eastern Tanzania – Haneti top left and Morogoro North and South in centre

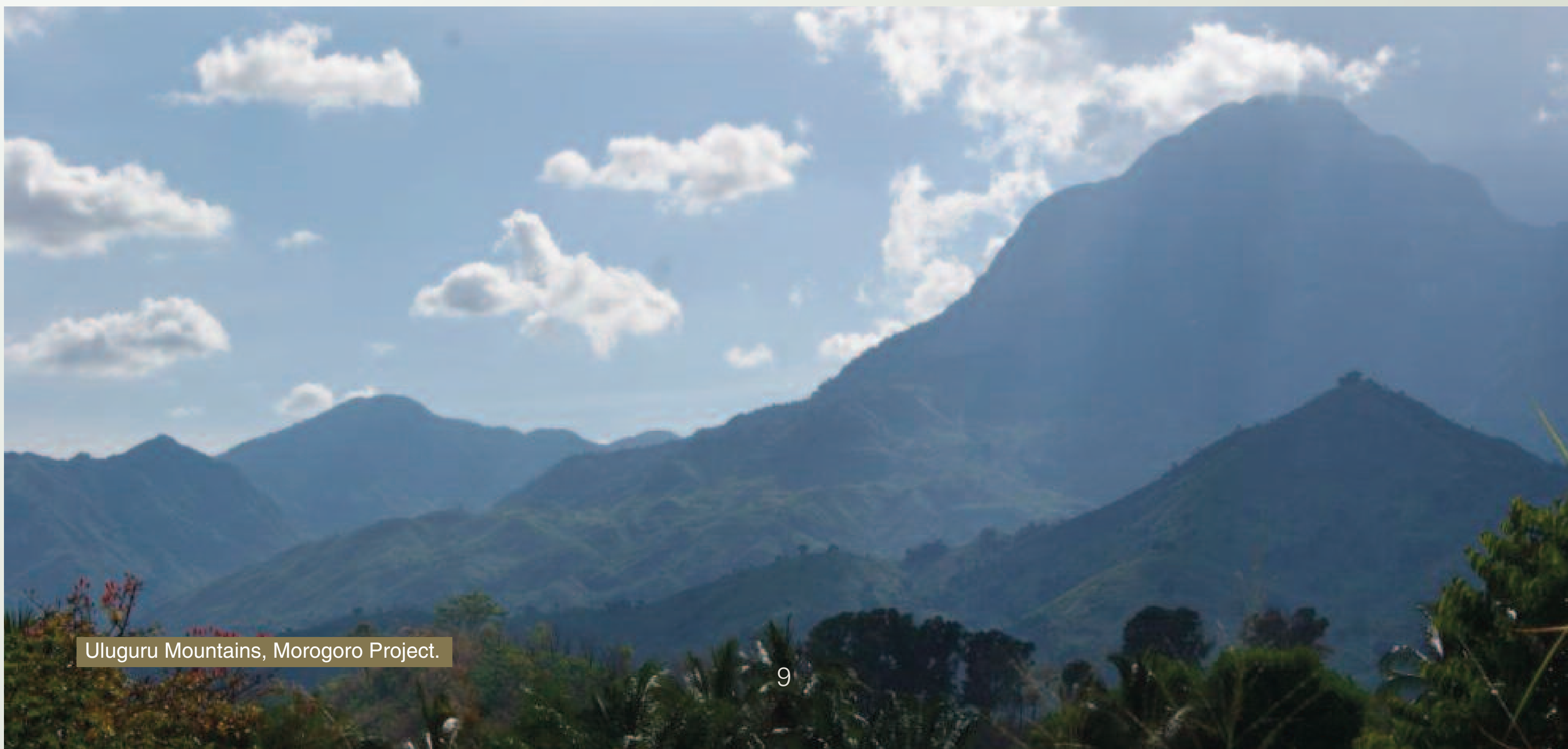


Morogoro North

Morogoro North comprises mineral tenements east of Dodoma covering approximately 4,000 square kilometres adjacent to Government designated artisanal gold mining blocks. Gold mining within these blocks is from quartz reefs within high grade gneisses and granulites of high metamorphic grade. These reefs extend on to Company licences and applications where some artisanal mining is on-going. The detailed geology and gold mineralisation in these areas has not yet been thoroughly evaluated but the data that is available is consistent with geology and mineralisation styles similar to those present at Canaco Resources, Magambazi gold deposit some 50 kilometres to the northeast. Stage 1 field exploration at Morogoro North comprises detailed stream sampling and mapping on prospecting licences around the villages of Gairo, Kilama and Berega on gold-in-soil anomalies identified from previous reconnaissance sampling.



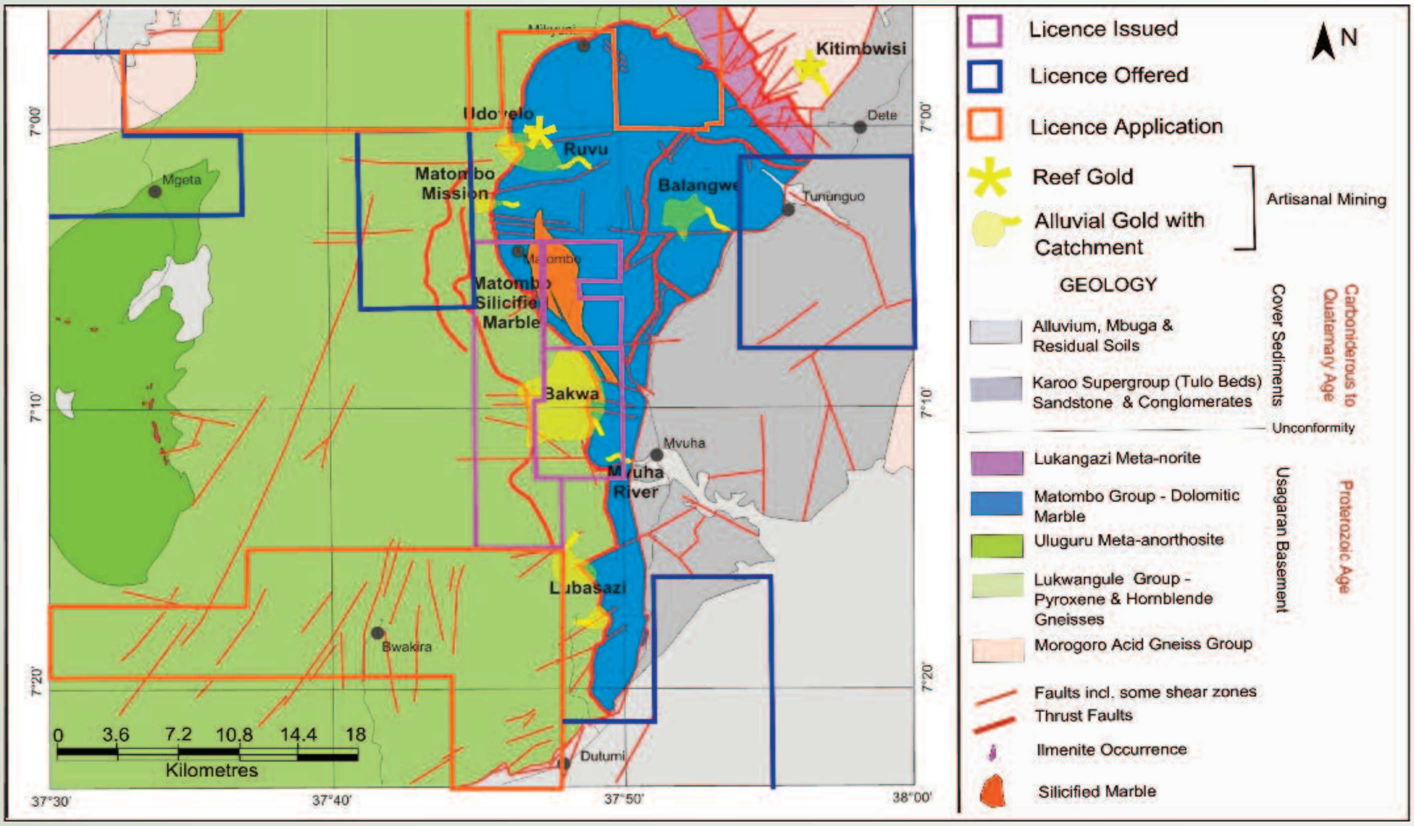
Morogoro North showing tenements, geology and mineralisation



Uluguru Mountains, Morogoro Project.

Morogoro South

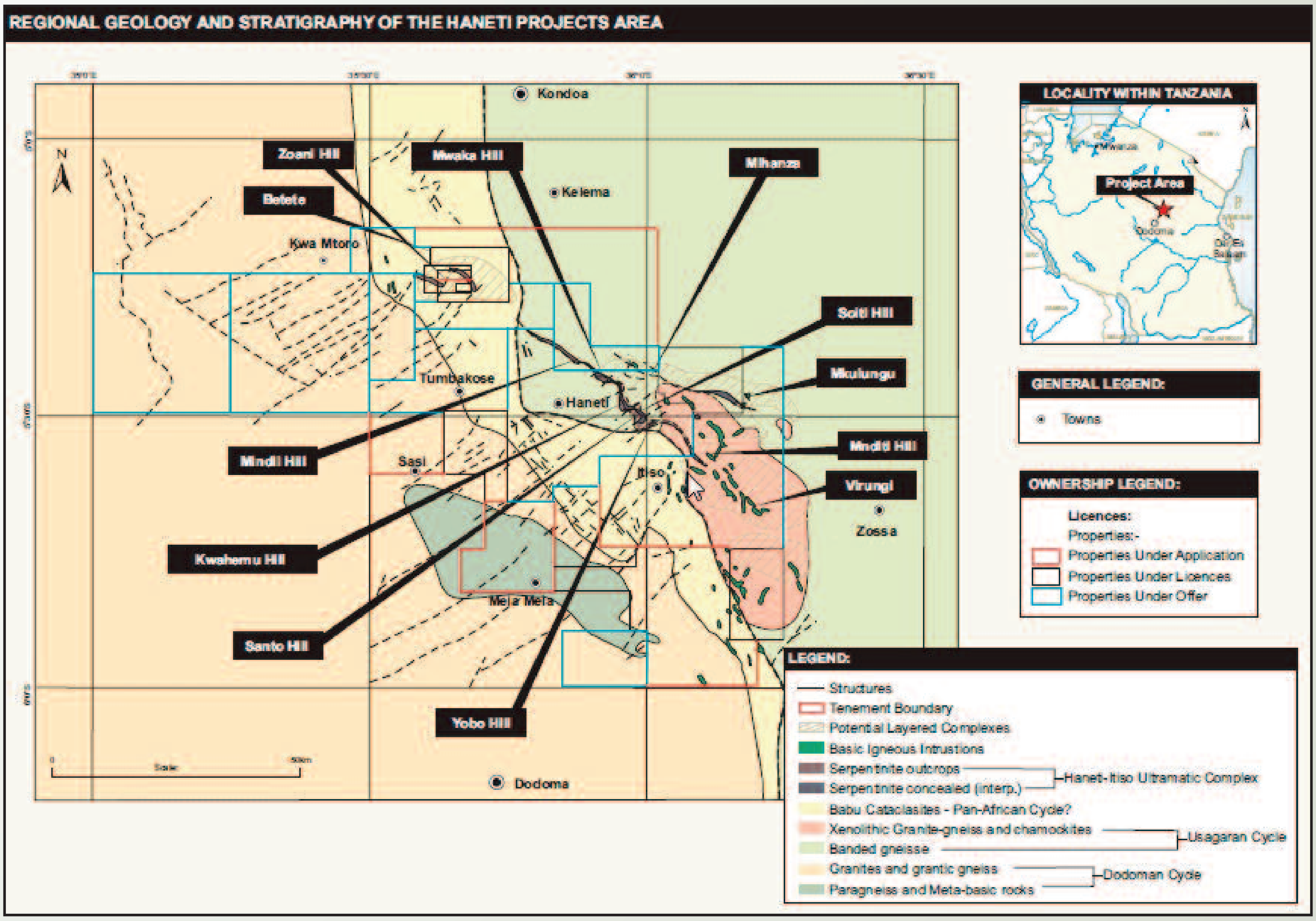
Morogoro South comprises tenement areas south and west of the regional town of Morogoro covering approximately 4,900 square kilometres. The Company's initial exploration focus will be on a regional geological structure, the Ruvu Nappe, located circa 30 kilometres southeast of Morogoro. Previous reconnaissance geological mapping and stream sediment sampling have revealed gold mineralisation associated with this structure along 45 kilometres of its length and both artisanal hard rock and placer gold mining is on-going. Stage 1 field exploration in this area comprises regional stream sediment sampling, prospecting and geological mapping to resolve areas for follow-up geophysical surveying, trenching and drilling. A large anorthosite body approximately 25 kilometres west of the Ruvu Nappe, is possibly indicative of nickel-PGM mineralisation potential in this region and will also be prospected and sampled during the field programme. Company licence applications and offers in the western part of the Morogoro Block cover part of a copper mineralised province with numerous copper occurrences and some artisanal copper production. Data on the detailed geology and copper mineralisation styles will be compiled as they also represent an excellent mineral exploration opportunity for the Company in this region.



Morogoro South – Ruvu Nappe showing tenements, geology and mineralisation

Haneti Project

The Haneti project is located 15 kilometres north of Tanzania's official capital city, Dodoma in central Tanzania. It comprises a contiguous block of prospecting licences under issue, offer and application totalling just over 7,000 square kilometres. The project is located along a section of the sheared contact (Bubu cataclasites) between the Archaean age (> 2.5 billion years) Tanzanian Craton to the Southwest and Proterozoic age (~0.5 to 2.5 billion years) rocks to the Northeast. The project is prospective for both nickel – platinoid mineralisation within a 70 to 80 kilometre ultramafic belt (Haneti-Itiso Ultramafic Complex) located just east of the sheared contact zone and for gold mineralisation primarily within the Tanzanian Craton to the West and Southwest.



Haneti showing tenements, geology and mineralised prospects

Nickel Exploration

The nickel platinoid potential of the Haneti-Itiso Ultramafic Complex has been enhanced by the field work undertaken by Kibo over the last few years. The results from soil, rock and trench sampling has shown widespread anomalous nickel values accompanied by local gold and platinum anomalism within the best exposed section of the ultramafic belt just east of Haneti Village (Haneti Hills). The results in this area to date which encompasses about 100 square kilometres have given good encouragement for the discovery of both lateritic nickel and nickel sulphide-platinoid style mineralisation. Laterite derived nickel values in soil, pitting and trenching from Haneti Hills occur in the range 3,000 to > 10,000 part per million while nickel sulphide potential is indicated by rock sample results from Mihanza Hill where values of up to 13% nickel and 2.3 grams per tonne platinum & palladium were previously reported from strongly altered bedrock.

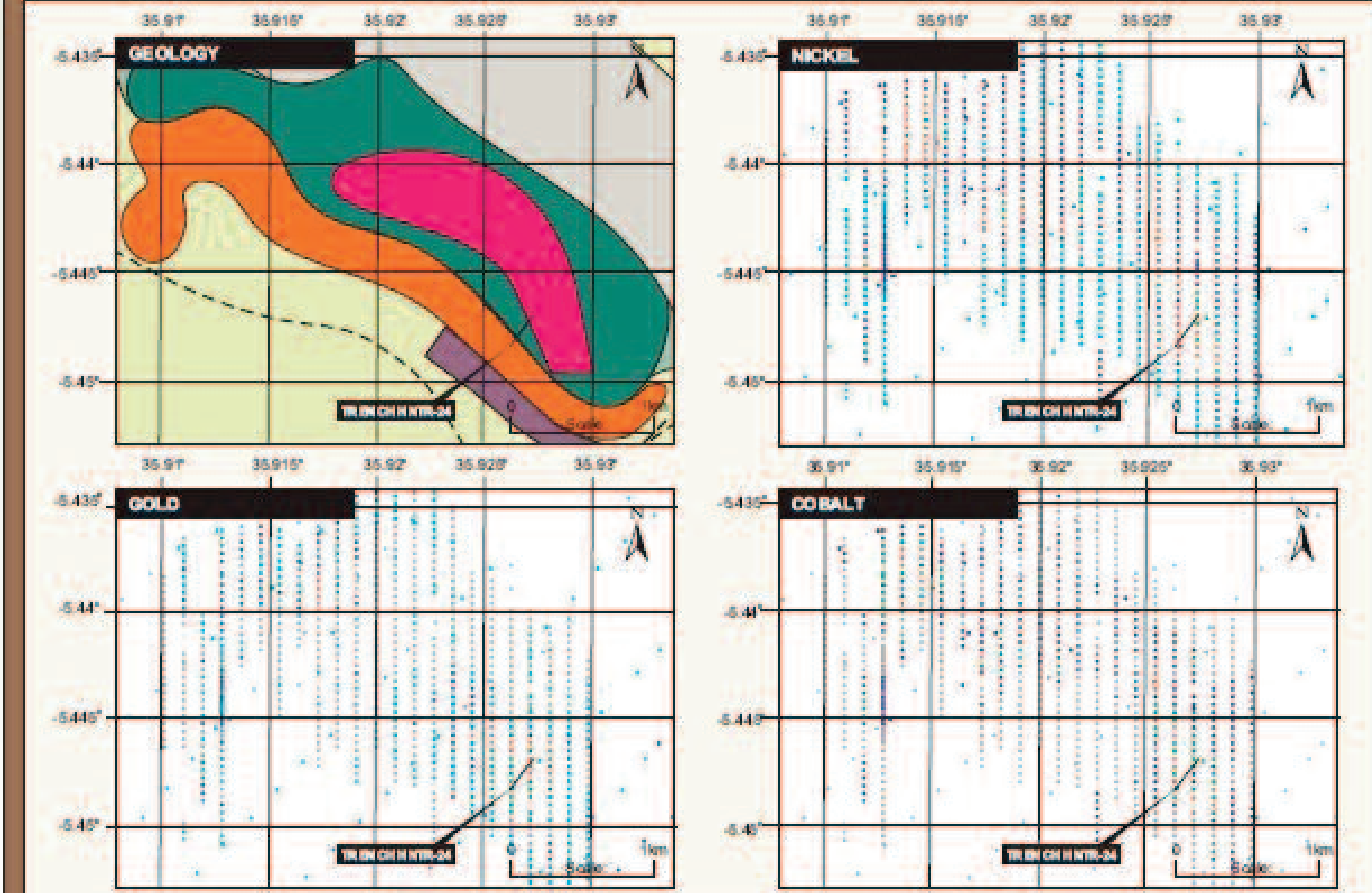
During late 2010 and early 2011 the Company carried out exploration surveys at Haneti Hills which comprised reconnaissance geological mapping, trenching of soil geochemical anomalies and in-fill soil sampling. Trenching and soil sampling focused on the Mwaka, Mihanza and Kwahemu Hills where previous work has returned high nickel and gold values in soil and rock.

At Mwaka Hill, a 269 metre trench was excavated to a depth of 0.5 to 1.8 metres across a mult-element soil geochemical anomaly and exposed bedrock was mapped and sampled. Analyses were carried out for Au, Cu, Zn, Ni, Co and As. Nickel values were consistently anomalous in excess of 1,000 parts per million (0.1%) from samples of silicified and un-silicified serpentinites taken along the length of the trench. The best intersection was 93 metres at 0.4% nickel. Trench samples were also anomalous for cobalt but not significantly so for the other elements.

At Mihanza Hill, an 80 metre trench was excavated to a depth of 1 metre or less across a gold and nickel soil anomaly close to a pit where previous sampling gave values of 13% nickel and 2.33 g/t platinum and palladium in outcrop. Similar to Mwaka, nickel values were in excess of 1,000 parts per million(0.1%) in serpentinite throughout the length of the trench and averaged 0.27% nickel over the 80 metres. The trench results were anomalous for cobalt but not for the other elements.

At Kwahemu Hill, an in-fill soil sampling programme was carried out over an area of ~ 2.5 X 1.5 kilometres to the west of Kwahemu Hill where previous regional soil sampling had indicated high gold and nickel values in soil. The in-fill sampling was carried out at a spacing of 100 X 40 metres and analyses were carried out for the same elemental suite as for the Mwaka and Mihanza Hills trench sampling. The results indicate a strong linear nickel anomaly with values in excess of 0.1% nickel extending westwards from Kwahemu Hill for 2 kilometres and the anomaly remains open to the west. More difuse gold anomalous areas of values > 30 parts per billion and up to > 100 parts per billion are scattered through the sampled area co-incident in part with the nickel anomaly.

SOIL SAMPLING AND TRENCHING OVER MWAKA HILL



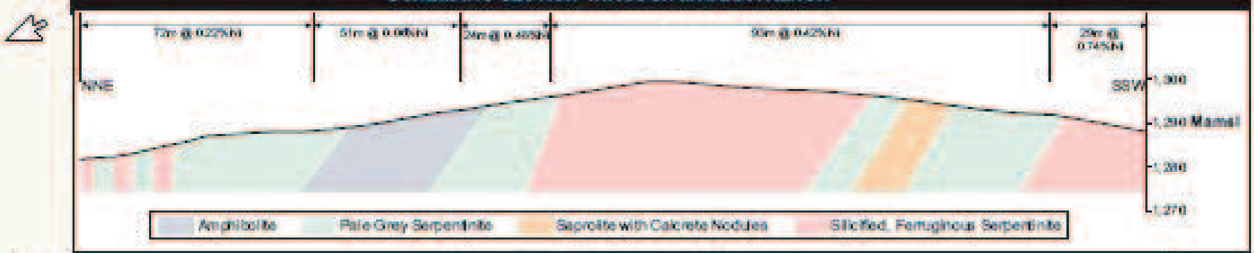
LEGEND:

GEOLOGY
- Basic Igneous Intrusions
- Serpentinite concealed (interp.)
- Serpentinite outcrops
- Banded gneisse
- Granite and granite gneisse

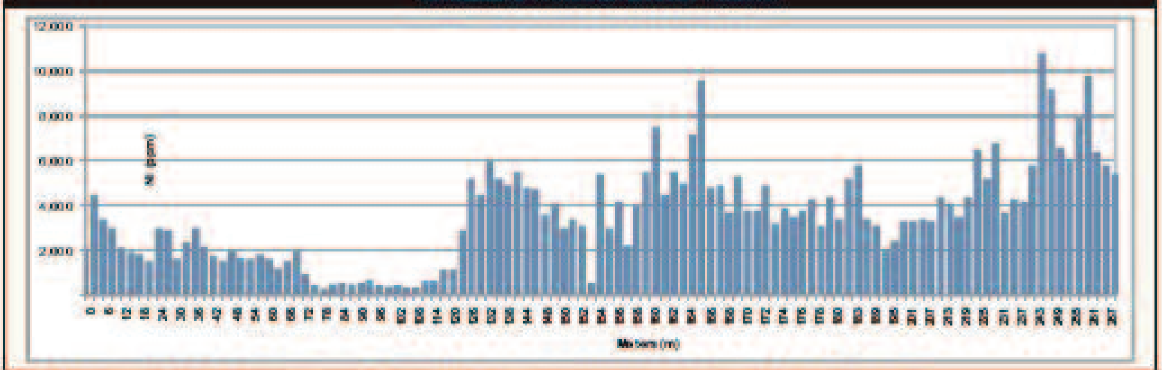
EXPLORATION
- Trench

Mwaka Soil Sample Results: Ni (ppm):	Mwaka Soil Sample Results: Au (ppm):	Mwaka Soil Sample Results: Co (ppm):
4,001-7,400	101-1,050	151-210
3,001-4,001	31-101	101-151
1,001-3,001	11-31	51-101
101-1,001	4-11	0-51
0-101	0-4	

SCHEMATIC SECTION THROUGH MWAKA TRENCH



NI RESULTS THROUGH MWAKA TRENCH



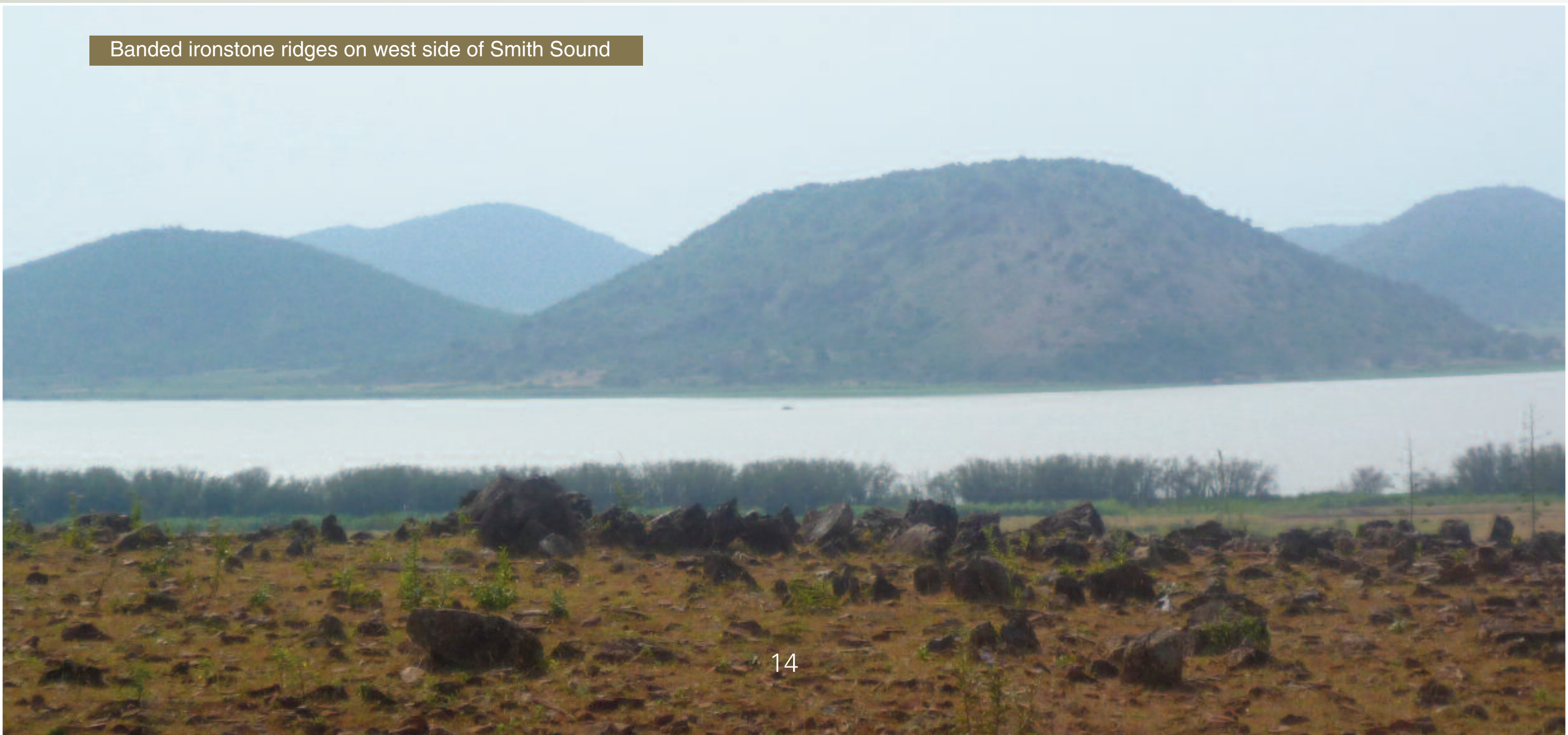
Gold Exploration

The gold mineralisation potential at Haneti is primarily within recently identified greenstone rock sequences within the Tanzanian Craton in the West and South-west of the project. One such sequence, the Londoni Greenstone Belt located just outside the north-west corner of the Haneti block hosts Shanta Gold's Singida project which has a published resource of 1 M oz. at a grade of 1.5 grams per tonne gold. Significant artisanal gold mining activity in the northwest corner of the Haneti block and rocks with greenstone affinities identified around the village of Meia Meia by Kibo geologists in late 2010 provide strong evidence for the continuation of this gold bearing Londoni gold belt along the south western border of the Haneti block. The Company is monitoring the artisanal gold mining in the west of the Haneti block where it has been issued two licence offers but understands that the Tanzanian Ministry of Mines and Energy is delaying issue of the permits due to the large number of artisanal miners working in the area. Kibo acknowledges the sensitivities in these overlap areas between artisanal miners and exploration companies and will continue to explore ways of completing the licence issues and so gain exploration access to these areas with the Government and the other relevant parties.

Conclusion

Stage 1 field exploration over the Company projects has now been completed and the results available to date are being compiled and analysed. An operations update will be released during the second quarter of 2012 once all results have been received. The Company anticipates that these results will enable it to define targets for drilling and areas for more detailed follow up surveys as part of its Stage 2 exploration programme to commence shortly. The Kibo projects present a very large mineral prospective early stage exploration portfolio for which sustained systematic exploration is now underway. The Company is confident of favourable exploration results emerging from this work during 2012 and beyond.

Banded ironstone ridges on west side of Smith Sound



Kibo exploration crew with local children

Programme for 2012

Commencement of Stage 2 exploration programme on Lake Victoria, Haneti and Morogoro projects

Stage 2 exploration to include drilling on targets identified from Stage 1 work now completed

Evaluation and acquisition of mineral exploration and development projects in Tanzania where compatible with the Company's growth strategy through JV or corporate acquisition

Completion of identified farm-in JV opportunities on current projects to mitigate risk and promote efficient exploration and evaluation of projects at low cost to the Company

Report of Directors

The Directors present their annual report together with the audited financial statements for the year ended 30 September 2011 of Kibo Mining Plc ("the Company") and its subsidiaries (collectively "the Group").

Principal Activity

Kibo Mining Plc is a holding company of a number of subsidiary exploration companies. The primary activity of the Group is the acquisition, exploration and development of gold and other mineral resources in Tanzania.

Review of Business and Future Developments

As set out in the Chairman's Statement and Review of Activities, as well as continuing with its exploration programme, the Group significantly increased its exploration ground holdings in Tanzania during the period through the acquisition of Morogoro Gold Limited It has also recorded an impairment charge in respect of its decision not to proceed with its Itetemia and Luhala projects. The Group will advance the projects in its portfolio through direct exploration and through joint ventures. In addition the Group will pursue other projects in gold and other mineral resources. These matters together with likely future developments are discussed further in the Chairman's Statment and Review of Activities preceding this report.

Principal Risks and Uncertainties

The realisation of exploration and evaluation assets is dependent on the discovery and successful development of economic ore reserves and is subject to a number of significant potential risks including:

- Price fluctuations;
- Foreign exchange risks;
- Uncertainties over development and operational costs;
- Political and legal risks, including arrangements with governments for licences, profit sharing and taxation;
- Currency exchange fluctuations and restrictions;
- Foreign investment risks including increases in taxes, royalties and renegotiation of contracts; and
- Liquidity risks.

In addition to the above there can be no assurance that current exploration programs will result in profitable mining operations.

The recoverability of the carrying value of exploration and evaluation assets is dependent on the successful discovery of economically recoverable reserves, the achievement of profitable operations, and the ability of the Group to raise additional financing, if necessary, or alternatively upon the company's ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write-downs of the carrying value of the Group's assets.

Results and Dividends

The result for the period after providing for depreciation and taxation amounted to a loss of £3,691,561 (2010: loss £475,090). In the light of the company's decision not to continue with the Itetemia and Luhala projects in December 2011, costs associated with these licences amounting to £2,442,897 have been written off in the Consolidated Statement of Comprehensive Income this year.

During the year the company listed on the Johannesburg Stock Exchange, and the related costs amounting to £433,287 have been expensed in the year.

The company issued share options to directors and key employees during the year, further details of which are set out in note 14. According to the Black-Scholes option costing model, the associated cost of the options granted amounted to £424,570 (2010 £32,250).

The Company acquired shares in Morogoro Gold Limited for £1.7m by issuing 56,666,667 ordinary shares. The Morogoro group has a significant land holding in the Lake Victoria and Morogoro regions in Tanzania.

Costs attributable to furthering the Group's exploration assets, including £1.7 m in connection with the acquisition of the Morogoro Gold Limited Group, amounted to £2,030,384 (2010: £438,054), and have been capitalised within intangible fixed assets. At the year end the book value of these intangible fixed assets amounted to £3,853,550.

The directors do not recommend the payment of a dividend for the year under review.

Post Balance Sheet Events

There have been no material post balance sheet events other than those disclosed in note 16 to the financial statements. Please refer to the Chairman's Statement for information on the Company's current and future developments

Directors and Secretary

At the next Annual General Meeting to be held, in accordance with the Articles of Association, Christian Schaffalitzky and Noel O'Keeffe will be retiring by rotation, and Tinus Maree and Wenzel Kerremans will be retiring at their first general meeting after appointment, and all being eligible, offer themselves for re-election.

Directors Interests

The interests of the Directors and Secretary and their families who held office at the date of approval of the Annual Report and at 30 September 2011 in the share capital of the Company are as follows:

	Ordinary Shares		
	23/03/12	30/09/11	30/09/10
Directors			
Christian Schaffalitzky	25,336,976	25,336,976	25,336,976
Noel O'Keeffe	9,582,577	9,582,577	9,582,577
William Payne	666,667	666,667	666,667
Desmond Burke	12,000,000	12,000,000	12,000,000
Louis Coetzee	5,178,333	5,178,333	3,125,000
Tinus Maree (appointed 08/03/2011)	-	-	-
Wenzel Kerremans (appointed 07/06/2011)	-	-	-
Secretary			
Noel O'Keeffe	9,582,577	9,582,577	9,582,577

Share Options	23/03/12	30/09/11	30/09/10
Directors			
Christian Schaffalitzky	1,500,000	1,500,000	-
Louis Coetzee	1,500,000	1,500,000	-
Noel O'Keeffe	1,500,000	1,500,000	-
William Payne	1,500,000	1,500,000	-
Desmond Burke	1,500,000	1,500,000	-
Tinus Maree	1,500,000	1,500,000	-
Wenzel Kerremans	1,500,000	1,500,000	-

The above share options are exercisable at a price of £0.0388 at any time up to 31 March 2016.

Transactions Involving Directors

There have been no contracts or arrangements of significance during the period in which Directors of the Company were interested other than as disclosed in Note 15 to the financial statements.

Substantial Shareholdings

The Company has been informed that, in addition to the interests of the Directors, at 30 September 2011 and the date of this report, the following shareholders own 3% or more of the issued share capital of the Company:

Percentage of issued share capital	23/03/2012	30/09/11	30/09/10
Mzuri Gold Limited	25.69%	18.31%	-
Sunvest Corporation	7.41%	8.15%	12.12.%
Richard Speir	4.11%	4.52%	6.72%
Sun Mining Limited	4.24%	5.15%	3.69%

The Directors are not aware of any other holding of 3% or more of the share capital of the Company.

Subsidiary Undertakings

Details of the Company's subsidiaries are set out in Note 10 to the financial statements.

Political Donations

No political donations were made during the period (2010: Nil).

Going Concern

The Directors have reviewed budgets, projected cash flows and other relevant information, and on the basis of this review, are confident that the Company and the Group will have adequate financial resources to continue in operational existence for the foreseeable future.

The future of the Company and the Group is dependent on the successful future outcome of its short and medium term ability to raise new equity funding and the successful development of its exploration interests and of the availability of further funding to bring these interests to production.

The Directors consider that in preparing the financial statements they have taken into account all information that could reasonably be expected to be available. Consequently, they consider that it is appropriate to prepare the financial statements on the going concern basis.

Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual Report and the Group and Company financial statements in accordance with applicable law and Regulations.

Company law requires the Directors to prepare Group and parent Company financial statements for each financial period. As permitted by company law, the directors have prepared the Group financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union (EU IFRS) and have elected to prepare the Company financial statements in accordance with EU IFRS, as applied in accordance with the provisions of the Irish Companies Acts, 1963 to 2009 ('the Companies Acts').

The Group and Company financial statements are required by law and EU IFRS to present fairly the financial position and performance of the Group: The Companies Acts provide in relation to such financial statements that reference in the relevant parts of the Acts to financial statements giving a true and fair view are references to their achieving a fair presentation. In preparing each of the Group and Company financial statements, the Directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and Company will continue in business.

The directors confirm they have complied with the above requirements in preparing these accounts.

Under applicable law the Directors are also responsible for preparing a Directors' Report and reports relating to Directors' remuneration and corporate governance that comply with that law and those rules.

The Directors are responsible for keeping proper books of account which disclose with reasonable accuracy at any time the financial position of the Company and which enable them to ensure that its financial statements are prepared in accordance with International Financial Reporting Standards, and comply with the Companies Acts, 1963 to 2009, and European Communities (Companies: Group Accounts) Regulations 1992 and all regulations to be construed as one with those acts. They are also responsible for taking such steps as are reasonably open to them to safeguard the assets of the Group and Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the Republic of Ireland governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Corporate Governance

The Directors are committed to maintaining the highest standards of corporate governance commensurate with the size, stage of development and financial status of the Group.

The Board

The Board is responsible for the supervision and control of the Company and is accountable to the shareholders. The Board has reserved decision-making on a variety of matters, including determining strategy for the Group, reviewing and monitoring executive management performance and monitoring risks and controls.

The Board has seven Directors, comprising two executive Directors and five non-executive Directors. The Board met formally on 14 occasions during the year ended 30 September 2011. An agenda and supporting documentation was circulated in advance of each meeting. All the Directors bring independent judgement to bear on issues affecting the Group and all have full and timely access to information necessary to enable them to discharge their duties. The Directors have a wide and varying array of experiences in the industry.

Audit Committee

The Audit Committee comprises William Payne and Christian Schaffalitzky. It may examine any matters relating to the financial affairs of the Group and the Group's audits. This includes reviews of the annual financial statements and announcements, internal control procedures, accounting procedures, accounting policies, the appointment, independence, objectivity, terms of reference and fees of external auditors and such other related functions as the Board may require.

Remuneration Committee

The Remuneration Committee comprises Christian Schaffalitzky, Desmond Burke and Tinus Maree. It determines the terms and conditions of employment and annual remuneration of the executive directors. It consults with the Managing Director, takes into consideration external data and comparative third party remuneration and has access to professional advice outside the Company.

The key policy objectives of the Remuneration Committee in respect of the Company's executive directors and other senior executives are:

- to ensure that individuals are fairly rewarded for their personal contribution to the Company's overall performance; and
- to act as the independent committee ensuring that due regard is given to the interest of the Company's shareholders and to the financial and commercial health of the Company.

Books of account

The measures taken by the directors to ensure compliance with the requirements in Section 202 of the Companies Act 1990, regarding proper books of account are the implementation of necessary policies and procedures for recording transactions, the employment of competent accounting personnel with appropriate expertise and the provision of adequate resources to the financial function. The books of account of the Company are maintained at Sirius Centre, Northpoint, Tuam Road, Galway.

Auditors

The auditors, LHM Casey McGrath, have indicated their willingness to continue in office in accordance with Section 160(2) of the Companies Act, 1963.

On behalf of the board

Christian Schaffalitzky
Director
Date: 28 March 2012

Louis Coetzee
Director

Independent Auditors Report

We have audited the Group and Company financial statements of Kibo Mining Plc for the year ended 30 September 2011 which comprise of the Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Company Statement of Financial Position, Consolidated Statement of Cash Flows, Company Statement of Cash Flows, Consolidated Statement of Changes in Equity, Company Statement of Changes in Equity and the related notes. These financial statements have been prepared under the accounting policies set out on pages 21-24.

This report is made solely to the Company's members as a body in accordance with Section 193 of the Companies Act, 1990. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in the audit report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company or the Company's members as a body for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of Directors and auditors

The Directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and International Financial Reporting Standards as adopted by the European Union (IFRSs), are set out in the Statement of Directors' Responsibilities on page 17.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the Group financial statements give a true and fair view, in accordance with International Financial Reporting Standards as adopted by the European Union and are properly prepared in accordance with the Companies Acts 1963 to 2009. We also report to you whether in our opinion: proper books of account have been kept by the Company; whether at the balance sheet date, there exists a financial situation requiring the convening of an extraordinary general meeting of the Company; and whether the information given in the Directors' Report is consistent with the financial statements. In addition, we state whether we have obtained all the information and explanations necessary for the purposes of our audit and whether the financial statements are in agreement with the books of account.

We report to the shareholders if, in our opinion, any information specified by law regarding Directors' remuneration and Directors' transactions is not given and, where practicable, include such information in our report.

We read the other information contained in the Annual Report and consider whether it is consistent with the audited financial statements. This other information comprises only the Directors' Report and the Chairman's Statement and Review of Activities. We consider the implications for our audit report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

Basis of opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Group's and Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion

- the Group financial statements give a true and fair view, in accordance with IFRSs as adopted by the EU, of the state of the Group's affairs as at 30 September 2011 and of its loss for the period then ended;
- the Company financial statements give a true and fair view, in accordance with IFRSs as adopted by the EU and as applied in accordance with the provisions of the Companies Acts, 1963 to 2009, of the state of the Company's affairs as at 30 September 2011; and
- the financial statements have been properly prepared in accordance with the Companies Acts, 1963 to 2009.

We have obtained all the information and explanations we consider necessary for the purposes of our audit. In our opinion proper books of account have been kept by the Company. The company balance sheet is in agreement with the books of account.

In our opinion, the information given in the Directors' Report is consistent with the financial statements.

The net assets of the Company, as stated in the Company Statement of Financial Position on page 27, are more than half of the amount of its called up share capital and, in our opinion, on that basis there did not exist at 30 September 2011 a financial situation which under Section 40(1) of the Companies (Amendment) Act,1983, may require the convening of an extraordinary meeting of the Company.

Emphasis of Matter - Realisation of Assets

Without qualifying our opinion, we draw your attention to notes 9, 10, and 12 to the financial statements concerning the valuation of intangible assets, investments in subsidiaries and amounts due from group undertakings. The realisation of intangible assets of £3,853,550 (2010: £4,266,063), investments in subsidiaries £4,326,511 (2010: £2,626,511) and amounts due from group undertakings of £3,198,297 (2010: £2,300,422) included in the Company Statement of Financial Position is dependent on the discovery and successful development of economic reserves including the ability of the Group to raise sufficient finance to develop the projects.

Fergal McGrath
For and on behalf of
LHM Casey McGrath
Chartered Certified Accountants
& Registered Auditors
6 Northbrook Road
Dublin 6, Ireland

Date: 28 March 2012

Summary of Significant Accounting Policies

General Information

Kibo Mining Plc ("the Company") is a company incorporated in Ireland. The Group financial statements consolidate those of the Company and its subsidiaries (together referred to as the "Group"). The principal activities of the Company and its subsidiaries are related to the exploration for and development of gold and other minerals in Tanzania.

Statement of Compliance

As permitted by the European Union, the Group financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) and their interpretations issued by the International Accounting Standards Board (IASB) as adopted by the EU (IFRS). The individual financial statements of the Company ("Company financial statements") have been prepared in accordance with the Companies Act, 1963 to 2009 which permits a company that publishes its company and group financial statements together, to take advantage of the exemption in Section 148(8) of the Companies Act, 1963, from presenting to its members its company Income Statement and related notes that form part of the approved company financial statements.

The IFRSs adopted by the EU as applied by the Company and the Group in the preparation of these financial statements are those that were effective at 30 September 2011.

Future changes in accounting policies

IASB (International Accounting Standards Board) and IFRIC (International Financial Reporting Interpretations Committee) have issued the following standards and interpretations with an effective date after the date of these financial statements:

New/Revised International Financial Reporting Standards (IAS/IFRS)

Effective date
(accounting periods commencing on or after)

IAS 1 Presentation of Financial Statements*
1 January 2011

IAS 12 Income Taxes – Limited scope amendment (recovery of underlying assets) (December 2010)
1 January 2012

IAS 24 Related Party Disclosures - Revised definition of related parties
1 January 2011

IAS 27 Consolidated and Separate Financial Statements – Reissued as IAS 27 Separate Financial Statements (as amended in May 2011)
1 January 2013

IAS 28 Investments in Associates – Reissued as IAS 28 Investments in Associates and Joint Ventures (as amended in May 2011)
1 January 2013

IAS 34 Interim Financial Reporting*
1 January 2011

IFRS 7 Financial Instruments: Disclosures*
1 January 2011

IFRS 7 Financial Instruments: Disclosures – Amendments enhancing disclosures about transfers of financial assets (October 2010)
1 July 2011

IFRS 9 Financial Instruments - Classification and Measurement
1 January 2013

IFRS 10 Consolidated Financial Statements**
1 January 2013

IFRS 11 Joint Arrangements**
1 January 2013

IFRS 12 Disclosure of Interests in Other Entities**
1 January 2013

IFRS 13 Fair Value Measurement**
1 January 2013

*Amendments resulting from May 2010 Annual Improvements to IFRSs
** Original issue May 2011

- Revised IAS 24 Related Party Disclosures (effective 1 January 2011)
- Improvements to IFRSs 2010 (effective 1 January 2011)
- IFRS 7 (Amendment) 'Disclosures – Transfer of Financial Assets' (effective from 1 July 2011)

The Directors anticipate that the adoption of these Standards and Interpretations in future years will have no material impact on the Group financial statements.

Statement of Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements.

Basis of Preparation

The Group and Company financial statements are prepared on the historical cost basis. The accounting policies have been applied consistently by Group entities. The Group and Company financial statements have been prepared on a going concern basis as explained on page 17.

Use of Estimates and Judgements

The preparation of financial statements in conformity with EU IFRS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily apparent from other sources.

In particular, there are significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements in the following areas:

- Measurement of the recoverable amounts of intangible assets
- Utilisation of tax losses

Revenue Recognition - Interest Revenue

Interest revenue is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Consolidation

The consolidated financial statements comprise the financial statements of Kibo Mining Plc and its subsidiaries for the year ended 30 September 2011.

Subsidiaries are entities controlled by the Group. Control exists when the Group has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that are currently exercisable or convertible are taken into account. Subsidiaries are fully consolidated from the date that control commences until the date that control ceases.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Intragroup balances and any unrealised gains or losses or income or expenses arising from intragroup transactions are eliminated in preparing the Group financial statements, except to the extent they provide evidence of impairment.

Exploration & Evaluation Assets

In accordance with International Financial Reporting Standard 6 - Exploration for and Evaluation of Mineral Resources, the Group uses the cost method of recognition. All costs associated with mineral exploration and evaluation are capitalised on a project-by-project basis, pending determination of the feasibility of the project. Costs incurred include appropriate technical and administrative expenses but not general overheads. If an exploration project is successful, the related expenditures will be transferred to mining assets and amortised over the estimated life of the commercial reserves on a unit of production basis. Where a licence is relinquished or a project abandoned, the related costs are written off in the period in which the event occurs. Where the Group maintains an interest in a project, but the value of the project is considered to be impaired, a provision against the relevant capitalised costs will be raised.

Exploration expenditure is carried forward in the balance sheet under intangible assets.

Impairment

Assets are reviewed for impairment at each reporting date or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units).

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised in the Statement of Comprehensive Income immediately.

Property, Plant and Equipment

Property, Plant and Equipment are stated at cost or valuation, less accumulated depreciation. Depreciation is provided at rates calculated to write off the cost less residual value of each asset over its expected useful life, as follows:

Office Equipment-between 12.5% to 37.5% straight line

The residual value and useful lives of the property, plant and equipment are reviewed annually and adjusted if appropriate at each balance sheet date.

On disposal of property, plant and equipment the cost and the related accumulated depreciation and impairments are removed from the financial statements and the net amount, less any proceeds, is taken to the Statement of Comprehensive Income.

Income Tax

Income tax expense comprises current and deferred tax. Income tax expense is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: the initial recognition of goodwill, the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit, and differences relating to investments in subsidiaries to the extent that they probably will not reverse in the foreseeable future. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Additional income taxes that arise from the distribution of dividends are recognised at the same time as the liability to pay the related dividend is recognised.

Foreign Currencies

Functional and presentation currency

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Sterling, which is the Group's presentation currency. This is also the functional currency of the Group and Company and is considered by the board also to be appropriate for the purposes of preparing the Group financial statements.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at period end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Comprehensive Income.

Group companies

The results and financial position of all the Group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- monetary assets and liabilities for each balance sheet presented are presented at the closing rate at the date of that balance sheet. Non-monetary items are measured at the exchange rate in effect at the historical transaction date and are not translated at each balance sheet date.

- income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transaction): and

Group companies - continued

- all resulting exchange differences are recognised as a separate component of equity. On consolidation, exchange differences arising from the translation of monetary items receivable from foreign subsidiaries for which settlement is neither planned nor likely to occur in the foreseeable future are taken to shareholders equity. When a foreign operation is sold, such exchange differences are recognised in the income statement as part of the gain or loss on sale.

Issue Expenses and Share Premium Account

Issue expenses are written off against the premium arising on the issue of share capital.

Earnings per share

The Group presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

Financial Instruments

Cash and Cash Equivalents

Cash and Cash Equivalents in the Balance Sheet comprise cash at bank and in hand and short term deposits with an original maturity of three months or less. Bank overdrafts that are repayable on demand and form part of the Group's cash management are included as a component of cash and cash equivalents for the purpose of the statement of cashflows.

Trade and other receivables / payables

Trade and other receivables and payables are stated at cost less impairment, which approximates fair value given the short dated nature of these assets and liabilities.

Share based payments

For such grants of share options, the fair value as at the date of grant is calculated using the Black-Scholes option pricing model, taking into account the terms and conditions upon which the options were granted. The amount recognised as an expense is adjusted to reflect the actual number of share options that are likely to vest, except where forfeiture is only due to market-based conditions not achieving the threshold for vesting.

Shareholder warrants

The shareholder warrants entitle shareholders to a number of common shares based upon the number of shares they subscribed for at the date of issue of the warrant instrument. The warrants relate to a transaction with the equity holders as opposed to a transaction in exchange for any goods or services. The equity component of the instrument is not considered material and there is no liability component arising as a result of these warrants. Upon exercise of the warrant the proceeds received, net of attributable transaction costs, are credited to share capital and where appropriate share premium.

Share Capital

Incremental costs directly attributable to the issue of ordinary shares and share options are recognised directly in equity.

Christian Schaffalitzky
Director
Date: 28 March 2012

Louis Coetzee
Director

Consolidated Statement of Comprehensive Income

for the year ended 30 September 2011

Continuing Operations	***Notes***	**2011** **£**	**2010** **£**
Administrative expenses		**(831,342)**	(445,797)
Write back / (down) of exploration projects	1	**(2,442,897)**	-
Share based payments		**(424,570)**	(32,250)
Operating loss		**(3,698,809)**	(478,047)
Investment income	2	**7,248**	2,957
Loss on ordinary activities before tax	3	**(3,691,561)**	(475,090)
Taxation	6	**-**	-
Loss for the year		**(3,691,561)**	(475,090)
Other Comprehensive Income			
Exchange differences on translating foreign operations		**(74,656)**	(3,296)
Other Comprehensive Income for the year net of tax		**(74,656)**	(3,296)
Total Comprehensive Income for the year		**(3,766,217)**	(478,386)
Loss for the year attributable to owners of the parent		**(3,691,561)**	(475,090)
Total Comprehensive Income attributable to owners of the parent		**(3,766,217)**	(478,386)
Loss per share (pence):			
Basic and Diluted	8	**(1.12)**	(0.23)

All activities derive from continuing operations. All losses and total comprehensive loss for the period are attributable to the owners of the company.

The company has no recognised gains or losses other than those dealt with in the Statement of Comprehensive Income.

The group's activities during the year include the post acquisition results of Morogoro Gold Limited.

The accompanying notes on pages 31 - 43 form an integral part of these financial statements.

The financial statements were approved by the Board of Directors on 28 March 2012 and signed on its behalf by:

Christian Schaffalitzky
Director
Date: 28 March 2012

Louis Coetzee
Director

Consolidated Statement of Financial Position

as at 30 September 2011

Assets	Notes	2011 £	2010 £
Non-Current Assets			
Intangible assets	9	**3,853,550**	4,266,063
Property, Plant and Equipment	11	**-**	1,306
Total Non-Current Assets		**3,853,550**	4,267,369
Current Assets			
Trade and other receivables	12	**52,965**	22,981
Cash and cash equivalents		**937,084**	421,359
Total Current Assets		**990,049**	444,340
Total Assets		**4,843,599**	4,711,709
Equity			
Called up share capital	14	**3,231,898**	2,132,295
Share premium account	14	**5,887,327**	3,533,115
Share based payments reserve		**456,820**	32,250
Translation reserve		**(85,164)**	(10,508)
Retained earnings		**(4,754,679)**	(1,063,118)
Total Equity		**4,736,202**	4,624,034
Liabilities			
Current Liabilities			
Trade and other payables	13	**94,775**	85,575
Current tax liabilities	13	**12,622**	2,100
Total Current Liabilities		**107,397**	87,675
Total Equity and Liabilities		**4,843,599**	4,711,709

The accompanying notes on pages 31 - 43 form an integral part of these financial statements.

The financial statements were approved by the Board of Directors on 28 March 2012 and signed on its behalf by:

Christian Schaffalitzky
Director
Date: 28 March 2012

Louis Coetzee
Director

Company Statement of Financial Position

as at 30 September 2011

Assets	***Notes***	**2011** **£**	**2010** **£**
Non-Current Assets			
Investment in group undertakings	10	**4,326,511**	2,626,511
Total Non-Current Assets		**4,326,511**	2,626,511
Current Assets			
Trade and other receivables	12	**3,238,206**	2,313,743
Cash and cash equivalents		**333,928**	235,521
Total Current Assets		**3,572,134**	2,549,264
Total Assets		**7,898,645**	5,175,775
Equity			
Called up share capital	14	**3,231,898**	2,132,295
Share premium	14	**5,887,327**	3,533,115
Share based payments reserve		**456,820**	32,250
Translation reserves		**(90,373)**	(9,255)
Retained earnings		**(1,654,268)**	(572,930)
Total Equity		**7,831,404**	5,115,475
Current Liabilities			
Trade and other payables	13	**54,619**	58,200
Current tax liabilities	13	**12,622**	2,100
Total Current Liabilities		**67,241**	60,300
Total Equity and Liabilities		**7,898,645**	5,175,775

The accompanying notes on pages 31 - 43 form integral part of these financial statements.

The financial statements were approved by the Board of Directors on 28 March 2012 and signed on its behalf by:

Christian Schaffalitzky
Director
Date: 28 March 2012

Louis Coetzee
Director

Consolidated Statement of Cash Flows

for the year ended 30 September 2011

	Notes	2011 £	2010 £
Cash flows from operating activities			
Loss for the year before taxation		**(3,691,561)**	(475,090)
Adjustments for:			
Foreign exchange (loss)		**(74,656)**	(3,296)
Depreciation		**1,306**	426
Investment income		**(7,248)**	(2,957)
Write down of intangible assets		**2,442,897**	-
Share based payments		**424,570**	32,250
		(904,692)	(448,667)
Movement in working capital			
(Increase) in debtors		**(29,984)**	(20,922)
Increase / (Decrease) in creditors		**19,722**	(138,982)
		(10,262)	(159,904)
Net Cash outflow from operations		**(914,954)**	(608,571)
Cash flows from financing activities			
Proceeds of issue of share capital		**1,753,815**	1,398,840
Investment income		**7,249**	2,957
Net cash proceeds from financing activities		**1,761,064**	1,401,797
Cashflows from investing activities			
Expenditure on exploration activities		**(330,385)**	(438,054)
Purchase of property, plant and equipment		**-**	(313)
Net cash used in investing activities		**(330,385)**	(438,367)
Net Increase in Cash and Cash Equivalents		**515,725**	354,859
Cash and Cash Equivalents at beginning of year		**421,359**	66,500
Cash and Cash Equivalents at end of year		**937,084**	421,359

The accompanying notes on pages 31 - 43 form an integral part of these financial statements.

The financial statements were approved by the Board of Directors on 28 March 2012 and signed on its behalf by:

Christian Schaffalitzky
Director
Date: 28 March 2012

Louis Coetzee
Director

Company Statement of Cash Flows

for the year ended 30 September 2011

	Notes	2011 £	2010 £
Cash flows from operating activities			
Loss for the year before taxation		**(1,081,338)**	(418,654)
Adjustments for:			
Foreign exchange (loss)		**(81,118)**	(945)
Investment income		**(7,248)**	(2,930)
Share based payments		**424,570**	32,250
		(745,134)	(390,279)
Movement in working capital			
(Increase) in debtors		**(924,463)**	(706,910)
Increase/(Decrease) in creditors		**6,941**	(96,426)
		(917,522)	(803,336)
Net cash outflow from operating activities		**(1,662,656)**	(1,193,615)
Cash flows from financing activities			
Proceeds of issue of share capital		**1,753,815**	1,398,840
Investment income		**7,248**	2,930
Net cash proceeds from financing activities		**1,761,063**	1,401,770
Cashflows from investing activities			
Cost of investment in subsidiary		**-**	(8,432)
Net cash used in investing activities		**-**	(8,432)
Net Increase in Cash and Cash Equivalents		**98,407**	199,723
Cash and Cash Equivalents at beginning of year		**235,521**	35,798
Cash and Cash Equivalents at end of year		**333,928**	235,521

The accompanying notes on pages 31 - 43 form an integral part of these financial statements.

The financial statements were approved by the Board of Directors on 28 March 2012 and signed on its behalf by:

Christian Schaffalitzky
Director
Date: 28 March 2012

Louis Coetzee
Director

Consolidated Statement of Changes in Equity

for the year ended 30 September 2011

	Share Capital	Share Premium	Share based payment Reserve	Translation Reserve	Retained Losses	Total
	£	£	£	£	£	£
Balance at 1 October 2009	1,282,767	2,983,803	-	(7,212)	(588,028)	3,671,330
Loss for the year	-	-	-	-	(475,090)	(475,090)
Other comprehensive income – exchange differences on translating foreign operations	-	-	-	(3,296)	-	(3,296)
Proceeds of issue of share capital	849,528	549,312	-	-	-	1,398,840
Share options	-	-	32,250	-	-	32,250
Balance at 30 September 2010	**2,132,295**	**3,533,115**	**32,250**	**(10,508)**	**(1,063,118)**	**4,624,034**
Balance at 1 October 2010	**2,132,295**	**3,533,115**	**32,250**	**(10,508)**	**(1,063,118)**	**4,624,034**
Loss for the year	**-**	**-**	**-**	**-**	**(3,691,561)**	**(3,691,561)**
Other comprehensive income – exchange differences on translating foreign operations	**-**	**-**	**-**	**(74,656)**	**-**	**(74,656)**
Proceeds of share issue of share capital	**1,099,603**	**2,354,212**	**-**	**-**	**-**	**3,453,815**
Share options	**-**	**-**	**424,570**	**-**	**-**	**424,570**
Balance at 30 September 2011	**3,231,898**	**5,887,327**	**456,820**	**(85,164)**	**(4,754,679)**	**4,736,202**

Company Statement of Changes in Equity

for the year ended 30 September 2011

	Share Capital	Share Premium	Share based payment Reserve	Translation Reserve	Retained Losses	Total
	£	£	£	£	£	£
Balance at 1 October 2009	1,282,767	2,983,803	-	(8,310)	(154,276)	4,103,984
Loss for the year	-	-	-	-	(418,654)	(418,654)
Other comprehensive income – exchange differences on translating foreign operations	-	-	-	(945)	-	(945)
Proceeds of issue of share capital	849,528	549,312	-	-	-	1,398,840
Share options	-	-	32,250	-	-	32,250
Balance at 30 September 2010	**2,132,295**	**3,533,115**	**32,250**	**(9,255)**	**(572,930)**	**5,115,475**
Balance at 1 October 2010	**2,132,295**	**3,533,115**	**32,250**	**(9,255)**	**(572,930)**	**5,115,475**
Loss for the year	**-**	**-**	**-**	**-**	**(1,081,338)**	**(1,081,338)**
Other comprehensive income – exchange differences on translating foreign operations	**-**	**-**	**-**	**(81,118)**	**-**	**(81,118)**
Proceeds of issue of share capital	**1,099,603**	**2,354,212**	**-**	**-**	**-**	**3,453,815**
Share options	**-**	**-**	**424,570**	**-**	**-**	**424,570**
Balance at 30 September 2011	**3,231,898**	**5,887,327**	**456,820**	**(90,373)**	**(1,654,268)**	**7,831,404**

The accompanying notes on pages 31 - 43 form an integral part of these financial statements.
The financial statements were approved by the Board of Directors on 28 March 2012 and signed on its behalf by:

Christian Schaffalitzky
Director
Date: 28 March 2012

Louis Coetzee
Director

1. Segmented analysis

Management currently identifies two divisions as operating segments – mining and corporate. These operating segments are monitored and strategic decisions are made based upon them and other non-financial data collated from exploration activities. Principal activities for these operating segments are as follows:

Mining – incorporates the acquisition, exploration and development of mineral resources in Tanzania
Corporate – non mining and head office activities of the Group.

	Mining	Corporate	2011 Group	Mining	Corporate	2010 Group
Administrative costs	**-**	**831,342**	**831,342**	-	445,797	445,797
Write down of intangible assets (see below)	**2,442,897**	**-**	**2,442,897**	-	-	-
Investment income	**-**	**(7,248)**	**(7,248)**	-	(2,957)	(2,957)
Share options	**-**	**424,570**	**424,570**	-	32,250	32,250
Tax	**-**	**-**	**-**	-	-	-
Loss after tax	**2,442,897**	**1,248,664**	**3,691,561**	**-**	**475,090**	**475,090**

Following the decision to relinquish the Group's interest in the Itetemia and Luhala projects, intangible assets have been written down by £2,442,897 reflecting the directors' estimate of the appropriate impairment charge to those assets.

	Mining	Corporate	2011 Group	Mining	Corporate	2010 Group
Assets						
Segment assets	**3,853,550**	**990,049**	**4,843,599**	4,266,063	445,646	4,711,709
Liabilities						
Segment liabilities	**-**	**107,397**	**107,397**	-	87,675	87,675
Additions to segments						
Intangible assets	**2,030,384**	**-**	**2,030,384**	438,054	-	438,054
Property plant & equipment	**-**	**-**	**-**	-	313	313
Disposal to segment assets						
Intangible assets	**(2,442,897)**	**-**	**(2,442,897)**	-	-	-
Property plant & equipment	**-**	**(9,302)**	**(9,302)**	-	-	-
Depreciation	**-**	**1,306**	**1,306**	-	426	426

1. Segmented analysis - continued

Revenue from major products and services.

The only revenue that the Group received during the year related to bank interest, which has been allocated to Corporate.

Geographical segments
The Group operates in three principal geographical areas – Ireland, United Kingdom and Tanzania.

			2011			2010
	Tanzania	Ireland & United Kingdom	Group	Tanzania	Ireland & United Kingdom	Group
Carrying amount of segment assets	3,853,550	882,651	4,736,202	4,266,063	357,971	4,624,034
Additions to segments assets	2,030,384	-	2,030,384	438,054	313	438,367
Loss after tax	(2,442,897)	(1,248,664)	(3,691,561)	-	(475,090)	(475,090)

2. Investment Income

	2011 £	2010 £
Bank interest	**7,248**	2,957

3. Loss on ordinary activities before taxation

	2011 £	2010 £
Operating loss is stated after charging:		
Depreciation of property, plant and equipment	**1,306**	426
Auditors' remuneration	**17,500**	17,500
Admission expenses to AIM	**-**	280,000
Admission expenses to Johannesburg Stock Exchange – ALTX	**433,287**	-
Write down of exploration projects	**2,442,897**	-
Share based payments	**424,750**	32,250
Loss on foreign currencies	**87**	12,667

4. Staff costs (including directors)

	Group 2011 £	Group 2010 £	Company 2011 £	Company 2010 £
Wages and salaries including social security costs	132,797	17,679	41,018	9,258
Share based payments	424,570	32,250	424,570	32,250
	557,367	49,929	465,588	41,508

Total staff costs, including those capitalised within intangible assets, amounts to £178,820 (2010:£47,277).
The average monthly number of employees (including executive directors) during the year was as follows:

	Group 2011 Number	Group 2010 Number	Company 2011 Number	Company 2010 Number
Exploration activities	10	5	1	1
Administration	6	6	1	1
	16	11	2	2

5. Directors' emoluments

	Group 2011 £	Group 2010 £	Company 2011 £	Company 2010 £
Basic salary and fees – gross of capitalisation under intangible assets	103,997	38,846	85,997	38,846
Share based payments	335,196	-	335,196	-
	439,193	38,846	421,193	38,846

The emoluments of the Chairman was £6,020.
The emoluments of the highest paid director was £61,957.

Key management personnel consist of only the directors. Details of share options and interests in the Company's shares of each director is shown in the directors' report on page 17.

5. Directors' emoluments - continued

	Year	Salary and fees £	Share options £	Total £
Christian Schaffalitzky	2011	6,020	55,866	61,886
	2010	-	-	-
Louis Coetzee	2011	7,000	55,866	62,866
	2010	-	-	-
Noel O'Keeffe	2011	61,957	55,866	117,823
	2010	38,846	-	38,846
Des Burke	2011	6,020	55,866	61,886
	2010	-	-	-
William Payne	2011	12,000	55,866	67,866
	2010	12,000	-	-
Tinus Maree	2011	7,000	55,866	62,866
Wenzel Kerremans	2011	4,000	-	4,000

William Payne's services are provided by a firm of Chartered Accountants, further details of which are set out in note 15.

6. Taxation

	2011 £	2010 £
Current tax		
Charge for the year in Ireland, England and Tanzania	-	-
Total tax charge	-	-

The difference between the total current tax shown above and the amount calculated by applying the standard rate of Irish corporation tax of 12.5% to the loss before tax is as follows:

	2011 £	2010 £
Loss from continuing operations	**(3,691,561)**	(475,090)
Income tax expense calculated at 12.5% (2010: 12.5%)	**(461,445)**	(59,386)
Effects of:		
Expenses that are not deductible in determining taxable profits	**39,257**	24,197
Different tax rates of subsidiaries operating in other jurisdictions	**30,451**	17,470
Investment Income taxable at a different rate	**539**	223
Losses available for carry forward	**391,198**	17,496
Income tax expense recognised in the Consolidated Statement of Comprehensive Income	-	-

The effective tax rate used for the September 2011 and 2010 reconciliations above is the corporate rate of 12.5% payable by corporate entities in Ireland on taxable profits under tax law in that jurisdiction.

At the balance sheet date, the Group had unused tax losses of £4,122,321(2010: £973,847) available for offset against future profits which equates to a deferred tax asset of £515,290 (2010: £121,730). No deferred tax asset has been recognised due to the unpredictability of the future profit streams. Losses may be carried forward indefinitely.

7. Loss of parent company

As permitted by Section 148(8) of the Companies Act 1963, the statement of comprehensive income of the parent company has not been separately disclosed in these financial statements. The parent company's loss for the financial year was £1,081,338 (2010: £418,654).

8. Loss per share

Basic earnings per share

The basic and weighted average number of ordinary shares used in the calculation of basic earnings per share are as follows:

	2011 £	2010 £
Loss for the year attributable to equity holders of the parent	**(3,691,561)**	(475,090)
Weighted average number of ordinary shares for the purposes of basic earning per share	**331,040,217**	210,675,850
Basic loss per ordinary share (pence)	**(1.12)**	(0.23)

Diluted earnings per share

There is no dilutive effect of share options or warrants on the basic loss per share.

9. Intangible assets – Group

Exploration and Evaluation Assets

	2011 £
Cost	
At 1 October 2009	3,828,009
Additions	438,054
At 30 September 2010	4,266,063
At 1 October 2010	**4,266,063**
Acquisition of Morogoro Gold Limited	**1,700,000**
Additions	**330,384**
Write down of project costs	**(2,442,897)**
At 30 September 2011	**3,853,550**
Net book values	
At 30 September 2011	**3,853,550**
At 30 September 2010	4,266,063

The recoupment of exploration and evaluation expenditure carried forward is dependent on successful development and commercial exploitation, or alternatively, sale of respective areas.

10. Investment in group undertakings – Company

	Subsidiary Undertakings £
Shares	
Cost	
At 1 October 2009	2,618,079
Additions	8,432
At 30 September 2010	2,626,511
At 1 October 2010	2,626,511
Additions	1,700,000
At 30 September 2011	4,326,511
Net book values	
At 30 September 2011	**4,326,511**
At 30 September 2010	2,626,511

At 30 September 2011 the Company had the following subsidiary undertakings:

Subsidiary	Activity	Incorporated in	Proportion of ownership interest and voting power held 2011	2010
Sloane Developments Limited	Holding Company	England	100%	100%
Sub-Subsidiaries of Sloane Developments				
Aardvark Exploration Limited	Gold and Other Mineral Exploration	Tanzania	100%	100%
Eagle Gold Mining Limited	Gold exploration	Tanzania	100%	100%
Morogoro Gold Limited	Holding Company	Cyprus	100%	-
Sub-Subsidiaries of Morogoro Gold Limited				
Jubilee Resources Mining Limited	Gold Exploration	Tanzania	100%	-
Savannah Mining Limited	Gold Exploration	Tanzania	100%	-

During the year Kibo Mining Plc acquired the entire share capital of Morogoro Gold Limited, and its two wholly owned subsidiaries Jubilee Resources Mining Limited and Savannah Mining Limited. The acquisition was financed entirely by the issue of shares as set out in note 14.

10. Investment in group undertakings – Company - continued

The value of the investments is dependent on the discovery and successful development of evaluation and exploration assets, as set out in Note 9. Should the development of the evaluation and exploration assets prove unsuccessful,the carrying value in the statement of financial position will be written off. In the opinion of the directors' the carrying value of the investments is appropriate. No impairment has been recognised to date in respect of the above investments.

The aggregate capital and reserves and results of the subsidiary undertakings for the last relevant financial year was as follows:

Name	**Capital and Reserves**	**Profit/(loss) for the year**
	£	**£**
Sloane Developments Limited	43,018	(258,631)
Aardvark Exploration Limited	(650,062)	(434,267)
Eagle Gold Mining Limited	(52,635)	-
Morogoro Gold Limited	(18,000)	(18,000)
Jubilee Resources Mining Limited	(320)	(321)
Savannah Mining Limited	(256)	(257)

11. Property, Plant and Equipment – Group

Office Equipment	**£**
Cost or Valuation	
At 1 October 2009	8,989
Additions	313
At 30 September 2010	9,302
At 1 October 2010	**9,302**
Disposals	**(9,302)**
At 30 September 2011	**-**
Accumulated Depreciation	
At 1 October 2009	7,570
Depreciation expense	426
At 30 September 2010	7,996
At 1 October 2010	**7,996**
Depreciation expense	**1,306**
Disposals	**(9,302)**
At 30 September 2011	-
Net book values	
At 30 September 2011	**-**
At 30 September 2010	1.306

12. Trade and other receivables

	Group 2011 £	Group 2010 £	Company 2011 £	Company 2010 £
Amounts falling due within one year:				
Amounts owed by group undertakings	-	-	**3,198,297**	2,300,422
Other debtors	**52,965**	22,981	**39,909**	13,321
	52,965	22,981	**3,238,206**	2,313,743

13. Trade and other payables

	Group 2011 £	Group 2010 £	Company 2011 £	Company 2010 £
Trade payables	**34,938**	24,160	**15,667**	14,010
Other creditors	**494**	2,378	**-**	2,378
Accruals and deferred income	**59,343**	59,037	**38,952**	41,812
	94,775	85,575	**54,619**	58,200
P.A.Y.E./P.R.S.I.	**12,622**	2,100	**12,622**	2,100
	107,397	87,675	**67,241**	60,300

14. Share capital - Group and Company

	2011 £	2010 £
Authorised equity		
800,000,000 Ordinary shares of €0.01 each	**8,000,000**	4,000,000
Allotted, issued and fully paid ordinary shares		
377,629,511 Ordinary shares of €0.01 each	**3,231,898**	2,132,295

Nature of consideration	**Number of Shares**	**Share Capital £**	**Share Premium £**
Balance at 30 September 2010	253,925,874	2,132,295	3,533,115
Shares issued in year (net of expenses)	30,666,667	269,491	480,466
Shares issued for acquisition of Morogoro Gold Limited	56,666,667	501,653	1,198,348
Shares issued on Johannesburg Stock Exchange	36,370,303	328,459	675,398
Balance at 30 September 2011	**377,629,511**	**3,231,898**	**5,887,327**

Fully paid ordinary shares, which have a par value of €0.01, carry one vote and carry a right to dividends.

14. Share capital - Group and Company - continued
Potential issue of Ordinary shares
Share option and warrants

At 30 September 2011 the company had 13,939,258 options and 1,539,258 warrants outstanding for the issue of ordinary shares as follows:

Options	Options Date of Grant	Exercisable From	Exercisable To	Exercise Price	Number Granted	Number at 30 September 2011
	20 Apr 10	20 Apr 10	20 Apr 15	1.5p	2,539,258	2,539,258
	06 Apr 11	06 Apr 11	31 Mar 16	3.88p	11,400,000	11,400,000
Total					**13,939,258**	**13,939,258**
Warrants						
	20 Apr 10	20 Apr 10	20 Apr 15	1.5p	2,539,258	2,539,258
	20 Apr 10	20 Apr 10	20 Apr 15	1.5p	500,000	500,000
	Less exercised	10 Mar 11		1.5p	(1,500,000)	(1,500,000)
Total					**1,539,258**	**1,539,258**
Total Contingently Issuable shares					**15,478,516**	**15,478,516**

Costs associated with options issued during the year.

The Group recognised the following expense related to equity settled share based payment transactions:

	2011	2010
	£	**£**
Share based payments	**424,570**	32,250

Options issued during the year have been valued using the following inputs to the Black-Scholes model:

	2011	2010
Share price when options issued	**4.1p**	1.5p
Expected volatility	**147%**	125%
Expected life	**5 years**	5 years
Risk free rate	**2.73%**	2.75%
Expected dividends	**Zero**	Zero

15. Related party transactions

Group companies

Transactions between the company and its subsidiaries, which are related parties, have been eliminated on consolidation.

Kibo Mining PLC is the beneficial owner and controls the following companies and as such are considered related parties.

Sloane Developments Limited
Aardvark Exploration Limited
Eagle Gold Mining Limited
Morogoro Gold Limited
Jubilee Resources Mining Limited
Savannah Mining Limited

The only transactions during the year between the Company and its subsidiaries were intercompany loans, which were interest free and payable on demand and include the following:

Loans payable by Sloane Developments Limited and Aardvark Exploration Limited to Kibo Mining PLC amounted to £2,454,894 (2010: £2,300,422) respectively and £743,402 (2010: £nil) respectively. In addition to the above loans owed to the parent company, Sloane Developments Limited is owed £604,978 (2010: £613,978) from Aardvark Exploration Limited and £1,771 (2010: £1,771) from Eagle Gold Mining Limited.

In March 2011 the Company acquired Morogoro Gold Limited from Mzuri Gold Limited for consideration of £1.7m settled by the issue of 56,666,667 Ordinary shares in the Company. Mzuri Gold Limited also subscribed for cash for 16,666,667 Ordinary shares at that time at a price of 3 pence per share. Mzuri Gold Limited is a wholly owned subsidiary of Mzuri Capital Group Limited of which directors Tinus Maree and Louis Coetzee are also directors.

The Group's exploration operations in Tanzania are administered by Mzuri Exploration Services Limited, a wholly owned subsidiary of Mzuri Capital Group Limited, a company in which Company directors Louis Coetzee and Tinus Maree are also directors. These services are provided for in a contract between the Company and Mzuri Exploration Services Limited dated 30 April 2011 at a cost to the Company of US$ 19,800 per month. At the year end the Company owed Mzuri Exploration Services Limited US$126,201.

William Payne is a partner in Wilkins Kennedy, Chartered Accountants, the firm which provides his services. During the year end September 2011, Wilkins Kennedy were paid £12,000 (2010: £12,000) in respect of his services as a director, and £41,495 (2010: £35,500) in respect of accounting and management services. Fees paid for his services are included as part of directors emoluments declared in Note 5. At the year end the Group owed Wilkins Kennedy £nil (2010:£nil).

16. Post Balance Sheet events

Subsequent to the year end the Company raised £750,000 by the issue of 37,500,000 new ordinary shares at a price of 2p per share.

17. Financial Instruments and Financial Risk Management

The Group and Company's principal financial instruments comprise cash and cash equivalents. The main purpose of these financial instruments is to provide finance for the Group and Company's operations. The Group has various other financial assets and liabilities such as receivables and trade payables, which arise directly from its operations.

It is, and has been throughout 2011 and 2010 the Group and Company's policy not to undertake trading in derivatives.

The main risks arising from the Group and Company's financial instruments are foreign currency risk, credit risk, liquidity risk, interest rate risk and capital risk. Management reviews and agrees policies for managing each of these risks which are summarised below.

Foreign currency risk

The Group undertakes certain transactions denominated in foreign currencies and exposures to exchange rate fluctuations therefore arise. Exchange rate exposures are managed by continuously reviewing exchange rate movements in the relevant foreign currencies. The exposure to exchange rate fluctuations is limited as the Company's subsidiaries operate mainly with sterling, euros and Tanzanian schillings.

At the year ended 30 September 2011, the Group had no outstanding forward exchange contracts.

Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Group. As the Group does not, as yet, have any sales to third parties, this risk is limited.

The Group and Company's financial assets comprise receivables and cash and cash equivalents. The credit risk on cash and cash equivalents is limited because the counterparties are banks with high credit-ratings assigned by international credit rating agencies. The Group and Company's exposure to credit risk arise from default of its counterparty, with a maximum exposure equal to the carrying amount of cash and cash equivalents in its consolidated statement of financial position.

The Group does not have any significant credit risk exposure to any single counterparty or any group of counterparties having similar characteristics. The Group defines counterparties as having similar characteristics if they are connected or related entities.

Liquidity risk management
Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has built an appropriate liquidity risk management framework for the management of the Group and Company's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves and by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities. Cash forecasts are regularly produced to identify the liquidity requirements of the Group. To date, the Group has relied on shareholder funding to finance its operations. The Group had no borrowing facilities at 30 September 2011.

The Group and Company's financial liabilities as at 30 September 2011 were all payable on demand.

The expected maturity of the Group and Company's financial assets (excluding prepayments) as at 30 September 2011 was less than one month.

The Group expects to meet its other obligations from operating cash flows with an appropriate mix of funds and equity instruments.

The Group had no derivative financial instruments as at 30 September 2011.

Interest rate risk
The Group and Company's exposure to the risk of changes in market interest rates relates primarily to the Group and Company's holdings of cash and short term deposits.

It is the Group and Company's policy as part of its management of the budgetary process to place surplus funds on short term deposit in order to maximise interest earned.

Capital risk management
The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions. To maintain or adjust its capital structure, the Group may adjust or issue new shares or raise debt. No changes were made in the objectives, policies or processes during the period ended 30 September 2011. The capital structure of the Group consists of equity attributable to equity holders of the parent, comprising issued capital, reserves and retained losses as disclosed in the consolidated statement of changes in equity.

Fair values
The carrying amount of the Group and Company's financial assets and financial liabilities recognised at amortised cost in the financial statements approximate their fair value.

Hedging
At 30 September 2011, the Group had no outstanding contracts designated as hedges.

18. Approval of financial statements
The financial statements were approved by the Board on the 28 March 2012.

Notes

KIBOMINING PLC

NOTICE OF ANNUAL GENERAL MEETING

Company number 451931

Kibo Mining Public limited company

NOTICE is hereby given that the Annual General Meeting of the Company will be held at 3 p.m. on Friday 27th April 2012 at the Hotel Meyrick, Eyre Square , Galway, Ireland for the purpose of considering, and if thought fit, passing the following resolutions of which resolutions numbered 1, 2, 3, 4, 5, 6 and 9 will be proposed as ordinary resolutions and resolutions numbered 7, 8 and 10 will be proposed as special resolutions:-

Ordinary Business

1 To receive, consider and adopt the accounts for the year ended 30 September 2011 together with the Directors and Auditors Reports thereon.

2 To re-appoint LHM Casey McGrath as Auditors of the Company and to authorise the Directors to fix the remuneration of the Auditors.

3 To re-elect Mr Christian Schaffalitzky as a Director of the Company who retires by rotation in accordance with Regulation 84 of the Articles of Association of the Company.

4 To re-elect Mr Noel O'Keeffe as a Director of the Company who retires by rotation in accordance with Regulation 84 of the Articles of Association of the Company.

5 To re-elect Mr Tinus Maree as a Director of the Company who retires in accordance with Regulation 87 of the Articles of Association of the Company.

6 To re-elect Mr Wenzel Kerremans as a Director of the Company who retires in accordance with Regulation 87 of the Articles of Association of the Company.

Special business

7 That the authorised share capital of the Company be and is hereby increased from €8,000,000 divided into 800,000,000 Ordinary Shares of €0.01 each to €30,000,000 by the creation of 2,200,000,000 new ordinary shares of €0.01 ranking equally in all respects with the other existing issued and unissued Ordinary Shares of €0.01 each.

8 That the memorandum of association of the Company be and is hereby amended by the insertion of the following clause in substitution for and to the exclusion of existing clause 4 thereof:

"The share capital of the company is €30,000,000 divided into 3,000,000,000 Ordinary Shares of €0.01 each."

9 That the articles of association of the Company be and are hereby amended by the deletion of article 4 (a), and for the avoidance of doubt not clause 4 (b), 4 (c) or 4 (d), and by the insertion of the following clause in substitution for and to the exclusion thereof:

"The share capital of the company is€30,000,000 divided into 3,000,000,000 Ordinary Shares of €0.01 each".

10 That in substitution for all existing authorities of the Directors pursuant to Section 20 of the Companies (Amendment) Act, 1983 (the "1983 Act"), the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of Section 20 of the 1983 Act) provided that such power shall be limited to the allotment of relevant securities up to a maximum aggregate nominal value equal to the nominal value of the

authorised but unissued ordinary share capital of the Company from time to time. The authority hereby conferred shall expire on the date of the next annual general meeting of the Company held after the date of passing of this resolution, unless previously revoked, renewed or varied by the Company in General Meeting, save that the Company may before such expiry date make an offer or agreement which would or might require relevant securities to be allotted after such authority has expired and the Directors may allot relevant securities in pursuance of such offer or agreement as if the authority hereby conferred had not expired.

11 Subject to the passing of resolution number 10 above and in substitution for all existing authorities of the Directors pursuant to Sections 23 and 24 of the Companies (Amendment) Act, 1983 (the "1983 Act"), that the Directors be and are hereby empowered pursuant to Sections 23 and 24 (1) of the 1983 Act to allot equity securities (within the meaning of the said Section 23) for cash pursuant to the authority conferred by resolution number 10 above as if the said Section 23 does not apply to any such allotment provided that this power shall be limited to the allotment of equity securities (including, without limitation, any shares purchased by the Company pursuant to the provisions of the 1990 Act and held as Treasury Shares) up to a maximum aggregate nominal value equal to the nominal value of the authorised but unissued ordinary share capital of the Company from time to time. The authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company held after the date of passing of this resolution, save that the Company may before such expiry, make an offer or agreement which would or might require relevant securities to be allotted after such authority has expired and the Directors may allot relevant securities in pursuance of such offer or agreement notwithstanding that the power hereby conferred had not expired. The authority hereby conferred may be renewed, revoked or varied by special resolution of the Company.

By Order of the Board

Noel O'Keeffe.

Noel O'Keeffe
Director and Secretary
Dated: 28 March 2012

Notes:

a Any shareholder of the Company entitled to attend and vote may appoint another person (whether a member or not) as his/her proxy to attend, speak and vote on his/her behalf. For this purpose a form of proxy is enclosed with this Notice. A proxy need not be a shareholder of the Company. Lodgement of the form of proxy will not prevent the shareholder from attending and voting at the meeting.

b Only shareholders, proxies and authorised representatives of corporations, which are shareholders, are entitled to attend the meeting.

c To be valid, the form of proxy and, if relevant, the power of attorney under which it is signed, or a certified copy of that power of attorney, must be received by the Company at **Kibo Mining Plc, Suite 3, One Earlsfort Centre, Lower Hatch Street, Dublin 2, Republic of Ireland** not less than 48 hours prior to the time appointed for the meeting.

d In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.

FORM OF PROXY

Annual General Meeting

I/We (See Note A turn over)

____of

____ being a shareholder of the Company, hereby appoint

(See Note B turn over):

(a) the Chairman of the Meeting; or

(b)____of

_______________________________________ as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Friday 27th April 2012 at 3.00 p.m. In the Hotel Meyrick, Eyre Square, Galway, Ireland and at any adjournment thereof.

Please indicate with an ''X'' in the space below how you wish your votes to be cast in respect of each of the resolutions detailed in the notice convening the Meeting. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her discretioOrdinary Business of the Meeting

Ordinary Business of the Meeting	For	Against
1 To receive, consider and adopt the accounts and the Directors and Auditors Reports thereon.	☐	☐
2 To re-appoint LHM Casey McGrath as Auditors and to authorise the Directors to fix the remuneration of the auditors.	☐	☐
3 To re-elect Mr Christian Schaffalitzky as a Director.	☐	☐
4 To re-elect Mr Noel O'Keeffe as a Director.	☐	☐
5 To re-elect Mr Tinus Maree as a Director.	☐	☐
6 To re-elect Mr Wenzel Kerremans as a Director.	☐	☐

Special Business of the Meeting	For	Against
7 That the authorised share capital of the Company be increased.	☐	☐
8 That the memorandum of association of the Company be amended.	☐	☐
9 That the articles of association of the Company be amended.	☐	☐
10 That the Directors be and are hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities.	☐	☐
11 That the Directors be and are hereby empowered pursuant to Sections 23 and 24 (1) of the Companies (Amendment) Act, 1983 to allot equity securities.	☐	☐

Dated this__________day of______________2012.

Signature or other execution by the shareholder (See Note C (turn over)):

____

Notes:

(A) A shareholder must insert his, her or its full name and registered address in type or block letters. In the case of joint accounts, the names of all holders must be stated.

(B) If you desire to appoint a proxy other than the Chairman of the Meeting, please insert his or her name and address in the space provided and delete the words "the Chairman of the Meeting or".

(C) The proxy form must:
- (i) in the case of an individual shareholder be signed by the shareholder or his or her attorney; and
- (ii) in the case of a corporate shareholder be given either under its common seal or signed on its behalf by an attorney or by a duly authorized officer of the corporate shareholder.

(D) In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

(E) To be valid, the form of proxy and, if relevant, the power of attorney under which it is signed, or a certified copy of that power of attorney, must be received by the Company at Kibo Mining plc, Suite 3, One Earlsfort Centre, Lower Hatch Street, Dublin 2, Republic of Ireland not less than 48 hours prior to the time appointed for the meeting.

All South African shareholders must send their proxies to the transfer secretaries, Computershare Investor Services (Pty) Ltd, 70 Marshall Street, Johannesburg 2001 (PO Box 61051 Marshalltown 2107) not less than 48 hours prior to the time appointed for the meeting.

(F) A proxy need not be a shareholder of the Company but must attend the Meeting in person to represent his/her appointor.

(G) The return of a proxy form will not preclude any shareholder from attending and voting at the Meeting.

corporate information

Directors
Christian Schaffalitzky-Non-Executive Chairman
Louis Coetzee - Chief Executive Officer
Noel O'Keeffe - Exploration Director
William Payne - Financial Director
Desmond Burke -Non-Executive Director
Tinus Maree - Non-Executive Director
Wenzel Kerremans -Non-Executive Director

Registered Office
Suite 3
One Earlsfort Centre
Lower Hatch Street
Dublin 2

Secretary
Noel O'Keeffe

Auditors
LHM Casey McGrath
Chartered Certified Accountants
& Registered Auditors
6 Northbrook Road
Dublin 6
Ireland

Business Address
Ireland: Sirius Centre
Northpoint
Tuam Road
Galway
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Tanzania: Amani Place
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Dar es Salaam
+255 (0)22 2126050

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www.kibomining.com

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Zeus Capital Limited,
3 Ralli Courts
West Riverside
Manchester
M3 5FT

Designated Adviser
River Group
225 Veale Street
Brooklyn
Pretoria
South Africa

Principal Bankers
Allied Irish Bank
Tuam Road
Galway

Broker
Cornhill Capital Limited (London)
7th floor
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Copthall Avenue
London EC2R 7HJ

Public Relations
Forthbridge Consulting UK
17 St George's Square
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Solicitors
Ireland: Eversheds
One Earlsfort Centre
Earlsfort Terrace
Dublin 2

UK: Ronaldson's LLP
55 Gower Street
London WCIE 6HQ

Tanzania: Rex Attorneys
Rex House
145 Magore Street
P.O. Box 7495
Dar es Salaam

Share Registrars
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Services (Ireland) Ltd
Heron House
Corrig Road
Sandyford Industrial Estate
Dublin 18

South Africa:
Computershare Investor
Services (Pty) Ltd
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Registered Number
451931

Date of Incorporation
17 January 2008

KIBO MINING PLC

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